**Bylaws of the Rotary Club of Kirkland Downtown**

Approved by RCKD Board: 07/23/2014

**Article 1: Definitions**

1. Board: The Board of Directors of this club.
2. Director: A member of this club’s Board of Directors.
3. District: Rotary District 5030, for which this club is a member club.
4. Member: A member in good standing, other than an honorary member, of this club.
5. Quorum: A majority of the club membership; a majority of directors for the Board.
6. RI: Rotary International.
7. This Club: The Rotary Club of Kirkland Downtown (RCKD).
8. TRF: The Rotary Foundation.
9. Year: The 12-month period that begins on 1 July.

**Article 2: Board**

The governing body of this club is the Board consisting of the president, immediate past president, president-elect, vice president, secretary, treasurer and 5 directors.

**Article 3: Elections and Terms of Office**

Section 1 **—** One month prior to elections, members may nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented as a slate of officers by the president-elect or by a nominating committee and by members from the floor.

Section 2 **—** The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 **—** A vacancy on the Board or any office shall be filled by the President.

Section 4 **— A vacancy of any officer-elect position or director-elect position shall be filled by President-elect.**

Section 5 **—** Terms of office for all members of the board is one year. A member may serve in any role on the board for up to three consecutive years with the exception of president-elect, president and past president.

**Article 4: Duties of the Board**

Section 1 **—** President. The president shall preside at club and Board meetings.

Section 2 **—** Immediate Past President. The immediate past president shall serve as a director.

Section 3 **—** President-elect. The president-elect shall prepare for their year in office and serve as a director and shall serve as chair or co-chair of the fundraising committee.

Section 4 **—** Vice President. The vice president shall preside at club and Board meetings in the absence of the president.

Section 5 **—** Director. A director shall attend club and Board meetings. Each director serves on, represents and reports on one of the committees representing the 5 avenues of service (club service, community service, international service, vocational service and youth service).

Section 6 **—** Secretary. The secretary shall keep membership and attendance records and report such information, as required, to the board, club, district and RI.

Section 7 **—** Treasurer. The treasurer shall oversee all funds and provide a monthly and annual accounting of these funds to the board.

Section 8 **—** Board members may perform additional duties as assigned.

**Article 5: Meetings**

Section 1 **—** Annual Meeting. An annual meeting of this club shall be held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 **—** The regular weekly meetings of this club are held on Tuesday at 7:30 am. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3 **—** Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors.

**Article 6: Fees and Dues**

Section 1 **—** **The admission fee, as established by RI and/or the club, shall be paid before the applicant can qualify as a member.**

Section 2 **—** **Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary, district or club per capita assessment.**

**Section 3 – Membership dues shall be set as needed by the Board.**

**Section 4 – Membership dues shall be paid annually or quarterly and are due no later than 30 days from the start of each year or quarter. Members requesting monthly payment of membership dues must pay through an automated withdrawal from the member’s account directly to the club’s account. All fees for such transactions are at the member’s expense.**

**Article 7: Method of Voting**

The business of this club is conducted by voice vote or show of hands. The Board may provide a ballot for a vote on a specific resolution.

**Article 8: Committees**

Section 1 **—** Club committees coordinate their efforts in order to achieve the club’s annual and long-range goals. The club has the following committees:

* *Membership:* This committee shall develop and implement a plan for continually and effectively recruiting and maintaining members and managing the membership process.
* *Public Relations*: This committee shall develop and implement plans to publicize club events, projects and activities.
* *Rotary Foundation*: This committee shall develop and implement plans to meet RI, district and club goals for contributions to TRF.
* *Fundraising*: This committee shall develop and implement plans to raise funds for the club to support the humanitarian work of the club.
* *Club Service:* This committee shall represent this avenue of service for the club and develop and implement plans for club meetings, activities and fellowship.
* *Community Service*: This committee shall represent this avenue of service for the club and develop and implement plans for local community service projects and activities.
* *International Service:* This committee shall represent this avenue of service for the club and develop and implement plans for international service projects and activities.
* *Vocational Service:* This committee shall represent this avenue of service for the club and develop and implement plans for vocational service projects and activities.
* *Youth Service:* This committee shall represent this avenue of service for the club and develop and implement plans for youth service projects and activities.

Section 2 — Additional committees may be appointed, as needed, by the president or the Board.

Section 3 **—** The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 **—** Except where special authority is given by the Board, committees shall not take action or commit club funds until a report has been made and approved by the Board.The president or the Board shall refer additional business to a specific committee as needed.

Section 5 **—** Each committee chair is appointed by the president and shall be responsible for regular meetings and activities of the committee and shall supervise and coordinate the work of the committee to support the goals and objectives of the president and the Board.

Section 6 **–** Each committee shall conduct its activities according to guidelines provided the Board and in accordance with RI manuals, as available, and shall report monthly to the Board on all committee activities, plans and funding requests.

**Article 9: Finances**

Section 1 **—** Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2 **—** The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects.

Section 3 **—** Bills, reimbursements and other payments are paid by the treasurer or another authorized officer ONLY when the expenditure has been approved by Board and ONLY after review by at least one other officer or director.

Section 4 **—** A thorough annual review of all financial transactions shall be completed by a qualified person.

Section 5 **—** An annual financial statement of the club shall be provided to club members.

Section 6 **—** The fiscal year is from 1 July to 30 June.

**Article 10: Method of Electing Members**

Section 1 **—** A member shall provide a candidate’s name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

Section 2 **—** The Board shall ensure that the candidate meets all of Rotary’s membership requirements.

Section 3 **—** The Board shall approve or reject the candidate’s membership within 30 days and shall notify the proposer of its decision.

Section 4 **—** If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

Section 5 **—** If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the admission fee, is considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

Section 6 **—** The club may elect honorary members proposed by the Board.

**Article 11: Resolutions**

Any resolutions or motions to commit the club to any non-financial position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

**Article 12: Amendments**

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting, that a quorum be present for the vote, and that two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.