

Bylaws of the Rotary Club of Boca Raton Sunset, Inc.

Revised January 4, 2018

Article I. Definitions and Organizational Structure

If there is any conflict between the RI bylaws and the Club's bylaws, the former shall always control. Any initially capitalized terms used in these bylaws, which are not defined in these bylaws, shall have the same meanings ascribed to them in the RI bylaws or RI constitution.

Section 1 - Definitions

1. Board: The Board of Directors of this Club.
2. Director: A Member of this Club's Board of Directors.
3. Member: A Member, other than an honorary member, of this Club.
4. Quorum: For Club, one-third Active membership; for Board, majority of Board.
5. RI: Rotary International
6. Club: Rotary Club of Boca Raton Sunset
7. Year: The 12-month period that begins on July 1st each year

Section 2 – Organization and Structure: The Club owns and operates the following two (2) not-for-profit corporations: Rotary Club of Boca Raton Sunset, Inc. and Rotary Boca Raton Sunset Scholarships, Inc. Rotary Club of Boca Raton Sunset, Inc., a Florida corporation, is the state and federally registered entity for tax exempt club operations and is recognized by the federal IRS as a 501(c)(4) organization. Rotary Boca Raton Sunset Scholarships, Inc., a Florida corporation, is the state and federally registered entity for charitable projects and activities; this entity is licensed by the state of Florida to receive tax exempt donations, make tax exempt purchases, and conduct charitable activities; this entity is recognized by the federal IRS as a 501(c)(3) tax-exempt organization able to receive tax-exempt donations and operate tax-exempt charitable activities. The Board and its Officers shall also be the board and Officers of these two (2) not-for-profit corporations.

Article 2. Board

The governing body of this Club shall be the Board consisting of not less than three (3) Members including the Officers: President, Treasurer, and Secretary; and when identified by

election or appointment: Immediate Past President, President-elect, Executive Secretary, sergeant at arms, and additional directors.

Article 3. Elections and Terms of Office

Section 1 – Nominating Committee: The Immediate Past President (or an alternate appointed by the President) shall chair and appoint at least two (2) other Club Members, but not the current President, to the nominating committee, then prepare nominations of Officers and committee chairs as follows. At a regular meeting during the month prior to the meeting for the election of Officers, the nominating committee shall present the slate which must include the candidate for President, and may include candidates for Executive Secretary, Treasurer, Secretary, and any additional directors; the slate must identify Officers or directors who will serve as Membership Chair and Rotary Foundation Chair; and the presiding Officer shall ask for additional nominations from Members of the Club. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting of Members each December.

Section 2 – Election and Terms of Office: The candidates for President, Executive Secretary, Treasurer, Secretary, and directors receiving a majority of the votes shall be declared elected to their respective Offices and, except for President, begin serving for the year commencing on the first day of July next following the election. The candidate for President elected in such balloting shall be the President-Nominee and serve as a Director for the year commencing on the first day of July next following the election and shall assume office as President on the first day of July immediately following that year. The President-Nominee shall take the title of President-Elect upon the election of a successor. Officers and directors, so elected, together with the Immediate Past President shall constitute the board-elect. Within one week after their election, the directors-elect shall meet and elect a Member of the Club to act as sergeant of arms, who shall also serve as a Member of the board; the directors-elect may also determine the size of the board-elect, in accordance with Article 2, and fill vacancies as needed.

Section 3 – Vacancy in Board: A vacancy in the board or any office shall be filled, for the remainder of the unexpired term, by action of the remaining directors.

Section 4 – Vacancy in Board-Elect: A vacancy in the position of any Officer-Elect or director-elect shall be filled, for the remainder of the unexpired term, by action of the remaining directors-elect.

Section 5 – Terms: The term of each office is one (1) year; however, the term for offices of President, Treasurer, and Secretary are extended until replaced by a corresponding successor.

Article 4. Duties of Officers

See Rotary Club leader manuals for details on the roles of Club Officers. However, at minimum, the varied duties are as follows.

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.

Section 4 – Executive Secretary. The Executive Secretary shall serve the Club Administration committee and may preside at Club and Board meetings in the absence of the President.

Section 5 – Secretary. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club, and board meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active Member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, report changes in membership; provide the monthly attendance report, which shall be made to the district governor within fifteen (15) calendar days of the last meeting of the month; and perform other duties as usually pertain to the office of Secretary.

Section 6 – Treasurer. It shall be the duty of the Treasurer to have custody of all the funds, accounting for the Club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of Treasurer such as remit RI and district dues and official magazine subscriptions. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property.

Section 7 – Sergeant-at-Arms. The sergeant-at-arms shall maintain order at all meetings and perform other duties as may be prescribed by the President of the board.

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 as described in Article 3.

Section 2 – Except for federally observed holidays, the regular meetings of this Club shall be held each Monday at 6:30 PM; fellowship and meal to start at 6:00 PM; meeting is adjourned

promptly at 7:30 PM. Reasonable notice of any changes or cancellation of the regular meeting shall be given to all Members of the Club.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4 – Regular meetings of the board shall be held each month as prescribed by the President. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given.

Section 5 – A majority of the board shall constitute a quorum of the board.

Section 6 – *Excused Absences that prevail over Club Constitution Article 12, Section 3, item b.* A Member's absence shall be excused if the aggregate of the Member's years of age and years of membership in one or more clubs is 85 years or more, the Member has been a member of one or more clubs for at least 3 years, and the Member has notified the Club Secretary of the Member's desire to be excused from attendance and the board has approved.

Article 6. Fees and Dues

Section 1 – The admission fee shall be One Hundred Dollars (\$100) to be paid before qualifying as a Member.

Section 2 – Annual club dues are \$1,000, which may change as established by the Board of Directors in subsequent years, payable quarterly on the first day of July, October, January, and April, and include: RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, Club annual dues, and any other Rotary or district per capita assessment.

Article 7. Method of Voting

The business of this Club shall be transacted by voice vote except the election of Officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article 8. Committees

Section 1. Definitions and Operation

Club committees are charged with carrying out the annual and long-range goals of the Club. The President-Elect, President and Immediate Past President should work together to ensure

continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three (3) years to ensure consistency. The President-Elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. A committee chair should have previous experience as a member of the committee. The President is an ex-officio member of all committees, except the nominating committee. Standing committees should be appointed as follows:

Section 2. Standing Committees

Club Administration – This committee should conduct activities associated with the effective operation of the Club. The Secretary or Executive Secretary should serve as chair.

Membership – This committee should develop and implement a comprehensive plan for the recruitment and retention of Members. The chair is identified and elected at the annual meeting for election of Officers.

Public Image – This committee should develop and implement plans to provide the public with information about the Club and to promote the Club’s service projects and activities.

The Rotary Foundation – This committee should develop and implement plans to support the Rotary Foundation through both financial contributions and program participation. The Immediate Past President shall serve as the Rotary Foundation committee chair.

Service Projects – This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries. Each project committee should have a chair and shall include a member of the board; the board member shall report activity to the board and ensure activities are consistent with board approvals.

The President or Board may establish additional committees as needed:

- (a) The President shall be ex officio, a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the President or the board. Except where special authority is given by the board, such committees shall not act until a report has been made and approved by the board.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

Section 3. Duties of Committees

The duties of all committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall make reference to appropriate RI materials.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the year. It shall be the primary responsibility of the President-Elect to provide the necessary leadership to prepare a recommendation for Club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 9. Finances

Section 1 – Prior to the beginning of each Club fiscal year, the board shall adopt a budget of estimated income and expenditures for the year (prepared by a finance committee (composed of the Treasurer, Secretary, Immediate Past President, President, and President Elect), which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two (2) separate parts: one in respect of Club operations and one in respect of service (charitable) projects. These budgets shall coincide with the budgets of the associated owned and operated corporations as described in Article 1, Section 2.

Section 2 – The Treasurer shall deposit all Club funds in a state or federally insured bank, named by the board. The Club funds shall be divided into two (2) separate parts as defined by the owned and operated corporations described in Article 1, Section 2: Club operations and service (charitable) projects.

Section 3 – All bills shall be paid by the Treasurer, or other authorized Officer when approved by two (2) other Officers or directors.

Section 4 – A thorough review of all financial transactions by an audit committee, composed of three (3) qualified Club Members, shall be made once each year.

Section 5 – Officers having charge or control of Club funds shall give bond as required by the board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 6 – The fiscal year of the Club shall extend from 1 July to 30 June, and for the collection of Members' dues for District 6930 and RI shall be divided into two semiannual periods extending from 1 July to 31 December and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.

Article 10. Method of Electing Members

Section 1 – The name of a prospective Member, proposed by an active Member of the Club, shall be submitted to the board in writing, through the Club Secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The board shall approve or disapprove the proposal within thirty (30) calendar days of its submission, and shall notify the proposer, through the Club Secretary of its decision.

Section 4 – If the decision of the board is favorable, the prospective Member shall be informed of the purposes of the Club and of the privileges and responsibilities of membership, following which the prospective Member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club's membership.

Section 5 – If no written objection to the proposal, stating reasons, is received by the board from any Member (other than honorary) of the Club within seven (7) calendar days following publication of information about the prospective Member, that person, upon payment of admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed Member, upon payment of the admission fee (if not honorary membership), shall be considered elected to membership.

Section 6 – Following the election, the President shall arrange for the new Member's induction, membership card, and new Member information to RI and the President will assign a Member to assist with the new Member's assimilation to the Club as well as assign the new Member to a Club project or function.

Section 7 – The Club may elect, in accordance with its constitution, honorary Members proposed by the board.

Article 11. Amendments

These bylaws may be amended at any regular Club meeting, at which a quorum is present, by a two-thirds vote of all Members present, provided that notice of such proposed amendment shall have been mailed to each Member at least ten (10) calendar days before such meeting. No

amendment or addition to these bylaws can be made which is not consistent with the standard Rotary club constitution and with the constitution and bylaws of RI, and the Rotary Club Code of Policies.

Article 12. Resolutions

The Club shall not consider any resolution or motion to commit the Club on any matter until the board has considered it.