

Bylaws of the Rotary Club of Summit County adopted June 15, 2021

Article 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: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and one half of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.

Article 2 Board

The governing body of this club is the Board of Directors consisting of the President, Immediate Past-President, President-Elect, Treasurer, Sergeant-at-arms, Secretary, and the chairs of the following committees: Club Service, Community Service, Fundraising, International Service, Community Awards, Marketing/Public Relations, Membership, and Youth Service.

Article 3 Elections and Terms of Office

Section 1 — The Immediate Past-President shall oversee all aspects of the nomination and election process. During the month of November, the past-presidents' committee, the president-elect, or any club member may nominate candidates for president-elect, secretary, treasurer, sergeant at arms, and director positions. The nominations must be presented to the club at least two weeks in advance of voting by the club membership at the Annual Meeting in December.

Section 2 — The candidate who receives a majority of the votes for each office is declared elected to that office. In the case of a tie, the past-presidents' committee shall select the winning candidate.

Section 3 — If any officer or board member vacates their position, the remaining members of the board shall appoint a replacement.

Section 4 — The terms of office for each member of the Board are for one year from July 1 through June 30 of the following year.

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 and shall preside at club and Board meetings in the absence of the president.

Section 3 — President-elect. The president-elect shall prepare for their year in office and serve as a director and as chair for the club's weekly programs.

Section 4 — Director. A director shall attend club and Board meetings, and chair one of the club's major committees.

Section 5 — Secretary. The secretary shall maintain the club's corporate records and keep

membership and attendance records.

Section 6 — Treasurer. The treasurer shall oversee all funds and provide annual accounting of these funds.

Section 7 — 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 shall serve for the next Rotary year.

Section 2 — The club meets on Tuesdays at 7:15 am. Reasonable notice of meeting times and locations, and any change or cancellation of meetings 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 or district per capita assessment. Club dues shall be in the amounts set by the Board of Directors. Membership dues shall be payable in accordance with the policies of the club as established by the Board.

Section 3 – Fines: No fines shall be levied upon members of this club.

Article 7 Method of Voting

Section 1 — The business of this club is conducted by voice vote or show of hands, except for the election of officers and directors if contested, in which case it is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

Section 2 — Any action normally taken at a Board meeting may be taken without a meeting if the consent in writing, setting forth the action to be taken, shall be acknowledged by email by all the Directors entitled to vote with respect to the subject matter thereof. Actions may be taken by meetings conducted by telephone, email, or other electronic means, provided a quorum is present on the telephone or a quorum receives and acknowledges the email. Electronic signatures shall be acceptable.

Article 8 Committees

Section 1 — Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. This Club shall have the following major committees, each headed by a member of the Board: Club Service, Community Service, Fundraising, International Service, Community Awards, Marketing/Public Relations, Membership, and Youth Service. Additional committees shall be appointed as needed.

Section 2 — Past-Presidents' Committee. There shall be a committee consisting of club members who are Past Presidents of this or another Rotary club, and the current President and President-Elect of the club, called the Past-Presidents' Committee. The function of this committee is advisory in nature and the committee shall not have any authority over the Board,

officers or the club membership. The immediate past president shall be the chair of this committee. The past-presidents' Committee shall serve as the nominating committee for annual Board elections. It shall meet as needed or at the pleasure of the president to offer advisory opinions and give recommendations to the Board with respect to Rotary matters.

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 until a report has been made and approved by the Board. Prior approval of expenditures and related actions through the annual budget process constitutes granting of such authority by the Board. The president or the Board shall refer additional business to a specific committee as needed.

Section 5 — Each committee 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.

Article 9 Finances

Section 1 — Prior to the start of each fiscal year of the club, the Club Board shall prepare and approve an annual budget of estimated income and expenditures for club operations. Prior to the start of each fiscal year of The Summit County Rotary Charitable Fund (Charitable Fund) (Article 11), the Club Board shall prepare and approve an annual budget of estimated income and expenditures for the Charitable Fund, and submit that budget to the Charitable Fund's Board of Trustees for review and approval.

Section 2 — The club's treasurer shall deposit club funds in financial institution(s) designated by the Board for club operations.

Section 3 — Bills are paid by the club's treasurers or another authorized officer when approved by one other club officer or director or Charitable Fund trustee. The club's treasurers shall establish and follow appropriate processes for handling money, maintaining records, and reporting financial results. Checks in amounts under \$5,000 may be signed by the club's treasurer or another person designated by the treasurer; checks in excess of that amount must be signed by the club's treasurer and a second officer.

Section 4 — A thorough annual review of all financial transactions shall be completed by two or more qualified persons.

Section 5 — Quarterly financial statements of the club and of the Charitable Fund shall be provided to the Board of Directors, Board of Trustees, and club members.

Section 6 — The club's fiscal year is from 1 July to 30 June. The Charitable Fund's fiscal year is from January 1 to December 31.

Article 10 Method of Accepting New Club Members

Section 1 — A member shall provide a candidate's name to the Membership Committee. A transferring or former member of another club may apply for membership and their position of good-standing with their former club be confirmed by the membership chair.

Section 2 — The Membership Committee shall ensure that the candidate meets all of Rotary's membership requirements, and that the candidate is aware of the club's requirements and expectations of its members. Membership applications and information packets shall be

available at regular club meetings and on the Rotary Club of Summit County web site.

Section 3 — The Membership Committee shall approve or reject the candidate's membership in a reasonable time period.

Section 4 — If the decision of the Membership Committee is favorable, the prospective member's application is forwarded to the board of directors for approval. The candidate is notified of that decision and their bio is then published in the e-bulletin three times for the entire club's membership to review. Upon final approval, the prospective member shall be notified and inducted at the earliest convenience. A member who has an objection to an applicant must present it in writing to the Membership Committee within 7 days of the third (and final) publication of the said applicant's bio.

Section 5 — The club may elect honorary members. Approval comes from the Membership Committee and the Board.

Section 6 - Leaves of Absence. Procedure for Granting. Upon written application to the Board or special request to the Board, after setting forth good and sufficient cause, leaves of absences may be granted excusing members from attending meetings of the Club one full quarter at a time. Members on LOA shall pay quarterly dues set by the Board and pay for their breakfast if they attend a meeting during their specified LOA.

Article 11 Summit County Rotary Charitable Fund

Section 1 - The Club has established the Summit County Rotary Charitable Fund as a non-profit corporation for the purposes of conducting fundraising and service projects, and operating an endowment to sustain its ability to provide service in the future.

Section 2 - During May each year, the club Board shall elect from the club membership two Trustees to serve three-year terms on the Charitable Fund's eight-person Board of Trustees beginning July 1. Six of those Trustees are so elected during a three-year cycle. The club's current president serves as the seventh, and the club's current president-elect serves as the eighth and non-voting member. Nominations shall be made to the Club Board between March 1 and April 30 prior to the election. In the event that a Trustee resigns or is unable to satisfactorily complete their duties, the Club Board shall promptly elect a replacement Trustee from the club membership to complete that person's original term. No trustee may serve more than two consecutive three-year terms.

Section 3 - The Charitable Fund's Board of Trustees maintains appropriate Bylaws and operating practices, electing officers from the Board's membership.

Article 12 Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board, except that positions, commitments, or actions that were effectively approved with the current budget do not require additional prior review and approval by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

Article 13 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.