

**BYLAWS OF
THE ROTARY CLUB OF TACOMA (#8)**

June 20, 2019

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BYLAWS OF THE ROTARY CLUB OF TACOMA (#8)

ARTICLE I.

Definitions

1. Club: The Rotary Club of Tacoma (#8)
2. Board: The Club's Board of Directors.
3. Director: A member of the Club's Board.
4. Officer: An Officer of the Club.
5. Member: A member of the Club.
6. 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 a majority of the Directors for Club Board decisions.
7. RI: Rotary International.
8. Year: The 12-month period that begins on July 1.

ARTICLE II.

Board

Section 1. The governing body of the Club is its Board of Directors, comprised of the President, Immediate Past President, President-Elect, Secretary, and Treasurer, plus twelve (12) additional Directors, four (4) of whom shall be elected each year for a three (3) year term. If the Club Officers include a Vice President, the Vice President shall also be a member of the Board.

Section 2. Members of the Board are expected to participate in all Club activities and attend all meetings of the Club and of the Board. Directors shall represent the Board at Committee meetings they attend.

Section 3. In any matter concerning the Club in which the procedure has not been outlined in the Bylaws or the Club Constitution, the Board shall be empowered to take action, including the adoption of any policies and procedures necessary for the proper administration of the Club.

[Ref: Club Constitution Article 13]

ARTICLE III.

Officers

Section 1. President. The President shall preside at meetings of the Club and the Board, serve on the Board and as a member of the Executive Committee, and perform such other duties as ordinarily pertain to the President's office. The President shall serve a one (1) year term.

Section 2. Immediate Past President. The Immediate Past President shall serve on the Board and as a member of the Executive Committee.

Section 3. President-Elect. The President-Elect shall prepare for his or her upcoming year in office, and serve on the Board and as a member of the Executive Committee. The President-Elect, if asked, may preside at meetings of the Club and Board in the absence of the President.

Section 4. Vice President. A Vice President, if any, shall be responsible for the implementation of programs and policies as directed by the President. A Vice President shall serve on the Board and as a member of the Executive Committee.

Section 5. Secretary. The Secretary is responsible to keep the records of meetings, membership, and attendance, and to perform such other duties as usually pertain to the office of Secretary. The Secretary may delegate and enlist the assistance of the Club Administrator or other Club Members in the performance of these duties. The Secretary shall serve on the Board and as a member of the Executive Committee. The Secretary shall serve a two (2) year term. The Secretary and the Treasurer shall be elected in alternate years.

Section 6. Treasurer. The Treasurer is responsible to manage and account for all of the funds of the Club, and to provide an annual accounting of these funds. The Treasurer shall be a standing member of the Finance Committee, and shall serve on the Board and as a member of the Executive Committee. The Treasurer shall serve a two (2) year term. The Treasurer and the Secretary shall be elected in alternate years.

Section 7. Sergeant-at-Arms. The President may designate or appoint a Sergeant-at-Arms who, at the direction of the President, shall be responsible to maintain order in Club meetings. The Sergeant-at-Arms shall serve until a new President has been elected. The President may exercise any powers that are normally assigned to a Sergeant-at-Arms.

Section 8. Interim Duties. In the event the designated Officer is unable to or fails to perform as required under the terms of these Bylaws, the President shall assume the duties of such Officer or assign the duties to another Active Member until such time as a successor is subsequently elected or appointed.

Section 9. Executive Committee. The Executive Committee shall comprise the Club President, Immediate Past President, President-Elect, Vice President (if any), Secretary, and Treasurer. The Executive Committee shall have and exercise all of the authority of the Board in the management of the business of the Board when an action is required to be taken prior to the next scheduled meeting of the Board and/or a quorum of Board members is not available to take such action. Any action of the Executive Committee exercising the authority of the Board shall be ratified by the Board at its next scheduled meeting.

[Ref: Club Constitution Article 13]

ARTICLE IV. Nominations and Elections

Section 1. Nominations. The nominations for Officers and Directors shall be made in the following manner:

(a) At the first Club meeting in October of each year or at a Club meeting as soon as possible thereafter, the President will call for nominations to select candidates from the Membership for two Nominating Committees:

(1) *Board Nominating Committee.* Six (6) candidates shall be nominated from the floor for service on the Board Nominating Committee; three (3) of these candidates will be elected to serve on the Board Nominating Committee by a vote of the Club. The remaining members of the Board Nominating Committee shall be the current President-Elect, who will serve as chair,

one (1) Past President, and one (1) current Director; the Executive Committee shall select these latter two members of the Board Nominating Committee.

(2) *Officer Nominating Committee.* Four (4) candidates shall be nominated from the floor for service on the Officer Nominating Committee; two (2) of these candidates will be elected to serve on the Officer Nominating Committee by a vote of the Club. The remaining members of the Officer Nominating Committee shall be the current President, who will serve as chair, two (2) Past Presidents, and two (2) Members who have served as Committee Chairs or Co-Chairs; the Executive Committee shall select these latter four members of the Officer Nominating Committee.

At this Club meeting, the Secretary will record the names of the Members nominated for service on the two Nominating Committees.

(b) Within four (4) business days after this Club meeting, the Secretary shall cause to be mailed to each voting Member of the Club a printed ballot showing the names and photos of all Members so nominated to a Nominating Committee and the committee for which they have been nominated. Each ballot will be accompanied by a self-addressed envelope for use in returning the ballot to the Rotary office. On such ballots, the Members shall indicate their choice of three (3) members for the Board Nominating Committee and two (2) members for the Officer Nominating Committee, and return their ballot to the Rotary office within ten (10) business days from the time the ballots were postmarked as having been mailed to the Members.

(c) At the end of ten (10) business days from the time the ballots were postmarked, the ballots that have been completed and returned will be counted and the results will be reported to the Secretary. The three (3) nominees receiving the greatest number of votes for the Board Nominating Committee shall be deemed elected to that committee. The two (2) nominees receiving the greatest number of votes for the Officer Nominating Committee shall be deemed elected to that committee.

(d) As soon as the Secretary receives the report referred to in the preceding paragraph, the Secretary shall notify each of the Members so elected of their election. At the first regular Club meeting held after the report has been received by the Secretary, the names of the Members who will serve on the Nominating Committees shall be reported to the Club Membership.

(e) In case of vacancy on either of these Nominating Committees, the Board is authorized to fill the vacancy with the next Member or Members in succession receiving the greatest number of votes.

(f) Selection of Nominees by the Nominating Committees

(1) The Chair of the Board Nominating Committee, which will be selecting candidates for open seats on the Board, will promptly call together the elected and appointed members of this committee to identify and qualify at least two (2) candidates for each prospective vacant Director position.

(2) The Chair of the Officer Nominating Committee, which will be selecting consensus candidates for the open Officer positions, will promptly call together the elected and appointed members of this Committee to identify and qualify a consensus candidate for each prospective vacant Officer position.

(3) Prior to finalizing and reporting their selections to the Club each of these Nominating Committees shall consult with the Members they have selected as nominees, secure their permission to nominate them, and confirm their willingness to serve if elected.

(4) Not later than the second meeting in November, the Chair of each of these Nominating Committees shall advise the Club Membership of their nominee selections.

(g) Any Member who is interested in serving as a Director or Officer should notify the Club Office of their desire to do no later than the second Thursday in October. This information will be passed on to the appropriate Nominating Committee.

(h) Any Member nominated for service as an Officer or Director may only withdraw their name from the ballot by advising the Secretary in writing no later than the start of the second Club meeting in November.

(i) The Secretary will report all final nominations at the second Club meeting in November.

Section 2. Elections. The election of Officers and Directors shall be made in the following manner:

(a) An Election Committee shall be formed, consisting of at least three (3) Past Presidents of the Club, none of whom may have served on a Nominating Committee in the current election cycle.

(b) Within four (4) business days after the Club meeting in which final nominations are announced, the Election Committee shall cause to be mailed to each voting Member a printed ballot, which shall list the names of all candidates, the positions for which they have been nominated, a photo of each candidate, and a short Rotary biography of each candidate. Each ballot will be accompanied by a self-addressed envelope for use in returning the ballot to the Rotary Office to the attention of the Election Committee. On such ballots, the Members shall indicate their choices for election and return their ballot to the Rotary Office within ten (10) business days from the time the ballots were postmarked as having been mailed to the Members.

(c) At the end of ten (10) business days from the time the ballots were postmarked, the ballots returned shall be counted by the Election Committee and the results immediately reported to the Secretary in writing. The Secretary shall report the results to the Club Membership at the next regular meeting and in the Club bulletin. The nominee for each office shall be declared elected, and the four (4) nominees for Director receiving the highest number of votes shall be considered elected, and so declared. Ties shall be decided in favor of the nominee with the greatest length of time as a Member.

Section 3. Vacancies. In the event of a vacancy in a position as Director or Officer, the Board, in its sole discretion, may appoint a Member to fill that vacancy, to serve until the expiration of the term of the person who most recently held that position.

Section 4. Sergeant-at-Arms. This Article shall not apply to the designation or appointment of a Sergeant-at-Arms.

[Ref: Club Constitution Articles 8, 13]

ARTICLE V. Methods of Voting

Section 1. General. The business of the Club is conducted by voting in person (voice vote or a show of hands), mail ballot, or electronic ballot. Election of Directors shall be by mail ballot or electronic ballot only.

Section 2. Eligibility to Vote. All Members in good standing shall be eligible to vote.

Section 3. Quorum and Approval. Except as otherwise provided in these Bylaws, in all cases in which a quorum exists and in which a vote is taken to approve an action of the body that is meeting, action on the matter presented for vote shall be approved if the number of votes cast favoring the action exceed the number of votes cast opposing the action. Members solicited for voting by mail, by electronic transmission, or by a combination of these methods will be deemed present for all purposes of quorum, count of votes, and percentages of total voting power present.

Section 4. Voting by proxy. Proxies shall not be recognized in any vote conducted by the Club.

ARTICLE VI. Committees

Section 1. Establishment. The Club shall establish Committees as needed to perform the functions of the committees listed in Article 13, Section 7 of the Standard Rotary Club Constitution. These Committees coordinate their efforts to achieve the Club's annual and long-term goals. Subject to approval by the Board, the President may establish additional Committees as required and appoint members to serve on such Committees.

Section 2. Chairs. The President shall appoint a Chair or Co-Chairs for each Committee. The Chair of each Committee is responsible for the regular meetings and activities of the Committee, supervises and coordinates its work, and reports to the Board on all Committee activities.

Section 3. Duties, Responsibilities, and Authority. The Board shall define and publish the duties and responsibilities of each of the Club's Committees. Where any action of a Committee requires the approval of the Board or the Club Membership, the Committee seeking to take such action shall obtain the necessary approval from the proper body prior to taking such action.

Section 4. Board Liaison. The President shall appoint a member of the Board to each Committee to act as liaison between the Committee and the Board.

Section 5. President as Committee Member. The President shall be an ex-officio member of all Committees and, as such, has all the privileges of membership in each Committee.

[Ref: Club Constitution Article 13]

ARTICLE VII. Meetings

Section 1. Annual Meetings. The Annual ("Turnover Day") Meeting of the Club shall be held in June each year and no later than June 30.

Section 2. Regular and Special Meetings. Regular meetings of the Club shall be held at least twice per month on Thursdays at 12:00 noon, or at such other day and/or time as the Board may designate. Special meetings of the Club may be held on such dates and at such times as selected by the Board. Reasonable notice shall be given to all Club members of any change or cancellation of the regular meeting or of the calling of any special meeting.

Section 3. Board Meetings. The Board shall typically meet each month, so long as such meetings are held at least once each quarter and no fewer than nine (9) times per year. Special meetings of the Board may be called by the President whenever deemed necessary, or upon the request of two members of the Board, due notice having been given.

Section 4. Application of Constitution Article 7. The provisions of this Article supersede the provisions of Article 8, Section 1 of the Club Constitution, as permitted under Article 7 of the Club Constitution.

[Ref: *Club Constitution Article 7, 8*]

ARTICLE VIII. Finances

Section 1. Finance Committee. A Finance Committee shall be established as a permanent committee of the Club to oversee the administration of the Club's finances and related matters. The Treasurer shall be a standing member of the Finance Committee. Subject to the approval of the Board, the Finance Committee shall establish policies and procedures specifying the manner in which all funds received by the Club and all financial obligations of the Club shall be managed.

Section 2. Fiscal Year. The fiscal year of the Club is from July 1 to June 30 of the following year.

Section 3. Budget. The Club shall establish and maintain an annual budget, which shall be structured into two separate accounts: one for Club operations and the other for Club fundraising activities. Prior to May of each year, the President-Elect shall initiate the development of a budget for the next fiscal year. At a joint meeting of the current and incoming Board in May or June, the President-Elect shall present the proposed budget to the Board for review and approval.

Section 4. Financial Review and Reporting. The Club shall periodically engage the services of a certified public accountant or other qualified person(s) to conduct an examination of the Club's finances. Unless otherwise directed by the Board, such reviews shall be conducted following each Treasurer's term and at least once every two years. As soon as practicable after the end of a fiscal year, the Treasurer shall provide an annual accounting of Club funds to the Membership for the fiscal year just ended.

Section 5. Insurance. The Club shall maintain policies of general liability insurance, Directors' and Officers' ("D&O") insurance, and such other policies of insurance and/or fidelity bonds as required by law or as the Board may deem prudent, all with coverage limits, deductibles, and other terms to be determined by the Board, and subject to any requirements established by Rotary International.

Section 6. Financial Authority. No plan that involves financial commitment or support by the Club shall be considered unless first presented to the Board. The Board shall submit any matter involving extraordinary financial commitment to a vote of the Club Membership, which must approve such matter by an affirmative vote of at least two-thirds (2/3) of the Active members present at such meeting.

ARTICLE IX. Fees and Dues

Section 1. Dues. Members shall pay membership dues, which shall become due and payable annually on or before the first day of July. The Board shall notify Members of the amount of the annual dues no less than thirty (30) days prior to the due date. Annual membership dues include RI *per capita* dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

Section 2. New Member Fees. Prior to admission to the Club, each new Member shall pay a new member fee in an amount to be established from time to time by the Board.

Section 3. Late Fees and Other Charges. Any proposed late fees and other charges must be approved by a two-thirds (2/3) vote of all members of the Board. Approved late fees and other charges are subject to the same regulations as dues unless provided by the Board.

Section 4. Senior Active Status. Any person whose age plus number of years in Rotary equals eighty-five (85) years or more, is eligible to apply to the Board for Senior Active status. Any Member approved for Senior Active status will pay reduced membership dues as determined by the Board. Such person shall, in all respects, continue to be a Member of the Club and be entitled to all the rights and privileges pertaining thereto.

Section 5. Membership Transfer. A member of another Rotary club who transfers his or her membership to the Club shall not be required to pay a new member fee, but must pay applicable prorated dues and any other fee or assessment established by the Board.

[Ref: *Club Constitution Article 14*]

ARTICLE X. **Membership**

Section 1. Qualifications of Members. The Club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; are willing to serve in their community and/or around the world; and have their place of business or residence located in the locality of the Club or the surrounding area. A person possessing these general qualifications may be elected to membership in the Club.

Section 2. Kinds of Membership. The Club shall have four kinds of membership, namely: Active, Corporate, Family, and Honorary.

- (a) Active Membership. Persons who meet the general qualifications set forth above shall be eligible for Active Membership.
- (b) Corporate Membership. Community-conscious businesses and organizations of good standing and reputation in the community shall be eligible for Corporate Membership.
- (c) Family Membership. Persons who are family members of an Active Member in good standing shall be eligible for Family Membership.
- (d) Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and persons considered friends of Rotary for their permanent support of Rotary's causes shall be eligible for Honorary Membership.

Section 3. Member Rights and Privileges. The Board shall adopt policies and procedures regarding eligibility, dues, voting rights, and other provisions associated with each type of membership.

Section 4. Method of Electing Members. In general, a Member proposes a candidate for membership or another club proposes one of its transferring or former members. The Board approves or rejects the candidate's membership and notifies the proposing Member of its decision. If the Board approves the candidate's membership, the prospective member is invited to join the Club. The Board shall adopt policies and procedures for the administration of inviting and accepting new Members into the Club.

Section 5. Application of Constitution Article 7. The provisions of this Article supersede the provisions of Article 10, Sections 2 and 4-8 of the Club Constitution, as permitted under Article 9 of the Club Constitution.

[Ref: Club Constitution Article 10]

ARTICLE XI. Duration of Membership

Section 1. Duration. Membership shall continue during the existence of the Club unless terminated as hereinafter provided.

Section 2. Suspension and Termination. A Member may be suspended or terminated from membership for non-payment of dues or, as determined by the Board, when the Member no longer meets the membership qualifications or for good cause shown.

Section 3. Resignation. The resignation of any Member from the Club shall be in writing and addressed to the President or Secretary. The resignation shall be accepted by the Board so long as the Member has no indebtedness to the Club. If the Board accepts the resignation of a Member with outstanding indebtedness to the Club, any such indebtedness will remain due and payable.

Section 4. Forfeiture of Property Interest. Any person whose Club membership has been terminated in any manner shall forfeit all interest in any funds or other property that has been tendered to or which otherwise belongs to the Club.

Section 5. Application of Constitution Article 7. The provisions of this Article supersede the provisions of Article 15, Section 4 of the Club Constitution, as permitted under Article 7 of the Club Constitution.

[Ref: Club Constitution Article 15]

ARTICLE XII. Classifications

Reserved.

[Ref: Club Constitution Article 11]

ARTICLE XIII. Engagement

Section 1. General Provisions. Each Member is strongly encouraged to attend and engage in the Club's regular meetings as well as other Rotary activities including, for example:

- (a) attend a regular meeting of a Rotaract Club, Interact Club, or Rotary Fellowship;
- (b) attend and participate in a Club service project or a Club-sponsored community event or meeting authorized by the Board;
- (c) attend a meeting of the Board;
- (d) attend a meeting of a Club service committee;
- (e) attend a regular meeting of another club; or

(f) attend the Rotary International Convention, the District Convention and Training Assembly, a Rotary zone or multizone conference, a Council on Legislation, any meeting held by direction of the Board of RI or the District Governor, or a regularly announced multi-club meeting.

Section 2. Leave of Absence. Any Member intending to take a leave of absence may notify the Board of that intent. Members on leave of absence shall continue to pay dues and assessments during the term of the leave.

Section 3. Records. The Club shall maintain records of attendance and other participation in Rotary activities as necessary to record, evaluate, and enhance membership engagement. The Club shall maintain such additional records of attendance and other participation in Rotary activities as necessary for reporting to RI and the District.

Section 4. Application of Constitution Article 7. The provisions of this Article supersede the attendance provisions of Article 12 of the Club Constitution, as permitted under Article 7 of the Club Constitution.

[Ref: *Club Constitution Articles 7, 12*]

ARTICLE XIV. Arbitration and Mediation

Reserved.

[Ref: *Club Constitution Article 19*]

ARTICLE XV. Resolutions and Subscriptions

Section 1. No resolution or motion to commit the Club to any action or proceeding may be made at a meeting of Club members until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred, without discussion, to the Board which, after having given consideration to the matter, shall submit its recommendations to the Club. Having received the recommendation of the Board, the Club may then proceed to take such action as may seem proper to the majority in attendance.

Section 2. Any appeal to the Club, or to its members as Rotarians, for charitable or other subscriptions shall be handled in accordance with the procedure prescribed in the preceding Section.

ARTICLE XVI. Conduct of Business

Section 1. Order of Business. There shall be no fixed order of business.

Section 2. Board Action on Motion. Any motion or resolution calling for an expression in the name of the Club upon any measure, plan or project, shall not be voted upon at the same meeting at which the motion is presented, unless it be first approved by the Board for immediate passage. This restriction shall not apply to matters relating to the conduct of the internal affairs or routine business of the Club. The President shall determine what matters come within this restriction.

Section 3. Rules of Order. In the absence of any provision of these Bylaws to the contrary, all meetings of the Club, Board, and committees shall be governed by the parliamentary rules and usages contained in the then current edition of Robert's "RULES OF ORDER NEWLY REVISED."

ARTICLE XVII.

Amendments

These Bylaws may be amended at any regular meeting, or by mail or electronic ballot, a quorum being present, by a two-thirds (2/3) vote of all Active members present and voting, provided that notice of such proposed amendment shall be sent to each Active Member at least ten (10) business days before such meeting. Changes to these Bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

ARTICLE XVIII.

Construction

Unless some other meaning is apparent from the context, the plurals shall include the singular and vice versa, and masculine, feminine, and neuter words shall be used interchangeably.