

# **Bylaws of the Rotary Club of Tumon Bay Guam**

## **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. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

## **Article 2 Board**

The governing body of this club shall be the board consisting of at least six (6) members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), vice-president, secretary and treasurer. At the discretion of the board, also added can be additional directors elected in accordance with article 3, section 1 of these bylaws.

## **Article 3 Election of Directors and Officers**

**Section 1** – A committee made up of Past presidents shall meet and nominate a candidate for President-Nominee. The President shall call an annual meeting, notifying the membership no less than 10 (ten) days prior to the date of the meeting by written notice, to include digital transmission. At the annual meeting, the membership shall vote to approve the candidate. Should the membership not approve the candidate, the process will be repeated until a President-Nominee is determined.

Section 2 - At a regular meeting one month prior to the meeting for election of officers, the presiding president-elect shall nominate candidates by members of the club for vice-president, secretary, treasurer, and other directors for the ensuing year. 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. The candidates for vice-president, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The other candidates for director receiving a majority of the votes shall be declared elected as directors. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

**Section 3** – A vacancy in the board or any office shall be filled by action of the remaining directors.

**Section 4** – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

## **Article 4 Duties of Officers**

**Section 1** – *President.* It shall be the duty of the president to preside at meetings of the club and the board, and to perform other duties that ordinarily would pertain to the office of president.

**Section 2 – Immediate Past President.** It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 3 – President-elect.** It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 4 – Vice-President.** It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president, and to perform other duties that ordinarily would pertain to the office of vice-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, board and committee 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, which shall include per capita dues for all members and prorated dues for active members who have 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 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties that ordinarily would pertain to the office of secretary.

**Section 6 – Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties that ordinarily would pertain to the office of treasurer. 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.

## **Article 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held on the third weekly meeting in December or an alternate date that the board chooses, but no later than 31 December, each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 –** The regular weekly meetings of this club shall be held on Tuesdays at 12:00 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

**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 once a month as determined by the club 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 directors shall constitute a quorum of the board.

## **Article 6 Fees and Dues**

**Section 1 –** The admission fee shall be \$ 116.00 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2 –** The membership dues shall be \$ 480.00 per annum, payable monthly, with the

understanding that a portion of each payment shall be applied to each member's subscription to the RI official magazine.

### **Article 7 Method of Voting**

The business of this club shall be transacted by *viva voce*\* 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 *viva voce* vote. The President shall have the option to call for a digital vote by the board on issues that are urgent in nature and occur outside of the regular board meeting. In these cases, the majority is determined by a majority of all board members. The secretary is required to record these actions and discussions in the board minutes.

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*(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)*

### **Article 8 Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service and New Generations Service. This club will be active in each of the Avenues of Service.

### **Article 9 Committees**

Club committees are charged with carrying out the annual and long-range strategic 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 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. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as needed. The following are standing committees suggested by RI:

- **Membership**  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Public Image**  
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- **Administration**  
This committee should conduct activities associated with the effective operation of the club.
- **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.
- **The Rotary Foundation**  
This committee should develop and implement plans to support The Rotary Foundation

through both financial contributions and program participation.

Additional ad hoc committees may be appointed 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 take action 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.

### **Article 10 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 reference appropriate RI materials and the Avenues of Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of 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 11 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for no longer than twelve (12) months. A Leave of Absence does not excuse the member from his or her financial obligations to the Club.

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*(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)*

### **Article 12 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board..

**Section 2** – The treasurer shall deposit all club funds in a bank, named by the board..

**Section 3** – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

**Section 4** – The treasurer shall report to the board a thorough review of all financial transactions

at each board meeting.

**Section 5** –The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be monthly. 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 13 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. The proposal should include payment of the proposed member's admission fee, which will be processed upon approval of membership by the Club.

**Section 3** – The board shall approve or disapprove the proposal within 30 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 Rotary 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.

**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) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be 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 to be elected to membership.

**Section 6** – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the 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 – Honorary Membership.** The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

(a) In addition, to the above referenced item in the Rotary Club of Tumon Bay Constitution and the Manual of Procedures, to be considered for Honorary Membership in the Rotary Club of Tumon Bay, the Member should fulfill as many of the requirements below:

- 1) Outstanding Service to the Community – Honorary Member shall have made an outstanding commitment to service in the Territory of Guam community as determined by the Board.
- 2) Past President – Honorary Member shall have served as **President** of the Rotary Club of Tumon Bay. This will entitle them as a current Past President. If he/she

has not served as President, then the Board will decided based on other Leadership Positions held in the Club.

- 3) Board Membership – Honorary Member shall have served as a Board Officer or Director for at least **3 YEARS** as a Member.
  - 4) Paul Harris Fellow – Honorary Member shall have at least **3 YEARS** of Paul Harris Fellowship or the equivalent in Paul Harris Fellow Points.
  - 5) Years in Club – Honorary Member shall have served a minimum of **5 YEARS** in the Club with no outstanding balances due.
  - 6) Financial Dues – Honorary Member shall have **NO** outstanding balances due upon review of Honorary Membership.
- (b) The Rotary Club of Tumon Bay Board of Directors shall review every Honorary Member on a case by case basis if the Member does not fulfill all requirements as set forth above to determine Honorary Membership.
- (c) Termination – The Rotary Club of Tumon Bay Board of Directors can terminate Honorary Membership at any time.
- (d) Annual Review – The Rotary Club of Tumon Bay Board of Directors shall review annually on the last Board Meeting of the current Rotary Year, the current Honorary Members for re-election of Honorary Membership status for the next Rotary Year.

#### **Article 14 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

#### **Article 15 Order of Business**

- (a) Meeting called to order.
- (b) Introduction of visitors.
- (c) Correspondence, announcements, and Rotary information.
- (d) Committee reports if any.
- (e) Any unfinished business.
- (f) Any new business.
- (g) Address or other program features.
- (h) Adjournment.

#### **Article 16. Interpretation**

Throughout this constitution, the terminology “mail,” “mailing,” and “ballot-by-mail” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

#### **Article 17 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed or digitally transmitted to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made, which is not in harmony with the standard

Rotary club constitution and with the constitution and bylaws of RI.