

Bylaws of the Rotary Club of  
Gateway – Thurston County

Article 1 Definitions

1. Board of Directors: The Board of Directors of this club (collectively, the Board) shall be composed of: (A) the following elected Officers: president, immediate past president, president-elect, vice-president, secretary, treasurer; and (B) the following elected Directors: sergeant-at-arms and the elected director. Herein, the Board of Directors shall be collectively referred to as the Board.
2. Directors: An elected member of this club.
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 of Directors.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice- president, secretary, treasurer, sergeant-at-arms, and the director. The nominations may be presented by a nominating committee or by members from the floor, by either, or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be determined pursuant to Article 9 below. 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 the offices of president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for sergeant-at-arms and director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee. 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 2 – A vacancy in the presiding Board of Directors or any presiding office shall be filled by action of the remaining Board of Directors.

Section 3 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining Board of Directors-elect.

Section 4 – A member of the Board of Directors may be removed consistent with the same process for removing a member outlined in Article 12 of the Constitution of the Rotary Club of Gateway – Thurston County. At the time of removal, the Board of Directors must specify if removal is from the member's elected office or if it is from club membership as well.

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 as ordinarily pertain to the office of president.

Section 2 – Immediate Past President. It shall be the duty of the immediate past president to serve as an officer on the Board of Directors 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 an officer on the Board of Directors 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 as ordinarily 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; 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 funds, accounting for it to the club annually and at any other time upon demand by the Board, and to perform other duties as 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.

Section 7 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the Board.

## Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the first regular meeting in 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 Wednesday at 7:00 a.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, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, 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 on a day of each month as established by the Board at their first meeting in July. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) board members, due notice having been given.

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

## Article 6 Fees and Dues

Section 1 – The membership dues shall be determined by the Board and are payable annually on or before the first day of July, with the understanding that a portion of each annual payment shall be applied to each member's subscription to the RI official magazine.

Section 2 – The membership dues for any member who is elected in accordance with Article 13 more than one month following the beginning of the rotary year shall be assessed membership dues payable on the first day of the month following the member's election to the club. Dues shall be prorated based on the number of months remaining in the rotary year divided by twelve, with the understanding that a portion of each prorated annual 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 a 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 a voice vote.

#### 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

Section 1 – 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 and/or terminating committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. After July 1, the appointment and/or termination of a committee chair shall be exclusively determined by the President. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- 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 a program participation.
- The Nominating Committee: This committee should identify new leaders and assist with the election process. The chair shall be a past-president of Gateway Rotary who is selected by the current club President. The committee shall be comprised of the selected past-president, the president-elect, an additional past-president of Gateway Rotary, and two (2) members at large appointed by the current president.
- Youth Services: This committee should develop and implement plans to support the youth in our community.

- Literacy: This committee should develop and implement plans to support literacy initiatives in our community and communities in other countries.

Section 2 – Additional ad hoc committees may be appointed as needed.

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

Section 4 – 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.

Section 5 – 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

Section 1 – 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.

Section 2 – 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 months.

#### 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall deposit all club funds in a financial institution, 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 – A thorough review of all financial transactions by a qualified person shall be made after the end of each year, no later than September 1.

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 this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into an annual period extending from 1 July 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 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 membership chair. 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 30 days of its submission and shall notify the proposer, through the club membership chair, 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 prorated dues, 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 prorated dues, shall be considered to be elected to membership.

Section 6 – Following the election, the membership chair shall arrange for the new member's induction.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

## 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 Club Meeting Business

Club meetings shall include, but not be limited to, the following elements:

- Meeting called to order.
- Introduction of visitors.
- Introduction of guests.
- Correspondence, announcements, and Rotary information.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features, to include speaker presentations and classification talks.
- Adjournment.

The order of the club meetings shall be determined by the club president.

## Article 16 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 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.

These bylaws were approved by the membership of the Rotary Club of Gateway – North Thurston County on August 10, 2011.

These amended bylaws were approved by the membership of the Rotary Club of Gateway – Thurston County on May 22, 2013.

These amended bylaws were approved by the membership of the Rotary Club of Gateway – Thurston County on June 03, 2015.

These amended bylaws were approved by the membership of the Rotary Club of Gateway – Thurston County on October 30, 2019.