

## BYLAWS OF THE ROTARY CLUB OF JACKSON

2020-2021

### 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. 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 consisting of thirteen (13) members of this club. Namely the President, Immediate Past President, President-Elect (President-Nominee, if no successors has been elected), Secretary, Treasurer, Foundation Chair, Membership Chair and six (6) directors selected in accordance with article 3, section 1 of these bylaws.

### Article 3 - Election of Directors and Officers

**Section 1** – At a regular meeting (the first Tuesday of November), the nominating committee will present its nomination for President Nominee (for the year following the current President Elect) to the general membership. The nomination committee shall consist of the three (3) immediate past Presidents (if one or more of the immediate past Presidents are unable to serve the Board shall appoint a person or persons to serve on the nomination committee for that year). The nomination, duly made, shall be announced again the following week, to the general membership to be voted on at the first regular meeting in December. The current President Elect shall select the Secretary, Treasurer, Foundation Chair, and the incoming three (3) first year directors for the upcoming year and will announce those selections at the first regular meeting in January.

All directors will serve a two (2) year term. In an effort to maintain continuity, in fiscal years beginning with an odd year (2013/2014, for instance) three (3) directors shall be appointed. And, in a fiscal year beginning with an even year (2014/2015, for instance) three (3) directors shall be appointed.

The President-nominee shall take the title of President-Elect on 1 July in the year prior to taking office as President.

**Section 2** – The officers and directors, so appointed or elected (as stated in Section 1), together with the Immediate Past President shall constitute the Board. The Sergeant-at-Arms shall be appointed by the President.

**Section 3** – A vacancy in the Board or any office shall be filled by action of the President with approval of the Board.

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

#### **Article 4 – Duties of Officers**

Unless specifically stated otherwise below, all officers are voting members of the Board.

**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** – 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 3** – Immediate Past President. It shall be the duty of the Immediate Past President to preside at meetings of the club and the Board in the absence of the president.

**Section 4** – Executive Secretary. *The President may appoint an Executive Secretary and approved by the Board, who will serve as an advisor to the President and the Board on matters of policy and procedures at the various levels of Rotary and additional duties as may be assigned by 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, 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 July or January semiannual reporting period, provide the monthly attendance report, which shall be made to the District Governor within 15 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 funds, account for it to 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. Upon leaving office, the Treasurer shall turn over to the incoming treasurer or to the president all funds, electronic and physical books of accounts, or any other club property.

**Section 7** – Sergeant-at-Arms. It shall be the duty of the Sergeant-at-Arms to set up and police the meeting hall before and after the meeting. Place the flag, badges and banners in their appropriate positions, assure each member has their Rotary pin and collect fines and donations. He/She is not a voting member of the Board. Perform additional duties as prescribed by the President.

**Section 8** – Foundation Chair. The President will appoint the Foundation Chair. The Foundation Chair is expected to understand the Rotary Foundation and educate members of the club about the Foundation and perform other duties as may be directed by the President.

**Section 9** – Membership Chair. The President will appoint the Membership Chair. The Membership Chair is expected to develop membership recruitment and retention strategies and other duties as may be directed by the President.

**Section 10** – Public Image Chair. The President will appoint the Public Image Chair. The Public Image Chair is responsible for the club’s social media content and updates. The Chair will serve as the liaison between the club and the media and other duties as may be directed by the President

## **Article 5 – Meetings**

**Section 1** – Annual Meeting. An Annual Meeting of this club shall be held on the first Tuesday of November in each year, at which time the announcement of the nomination of officers and directors to serve for the ensuing year shall be made. Election of the President Nominee will take place the first Tuesday of December.

**Section 2** – The Regular weekly meetings of this club shall be held on Tuesday at 6:30 PM. Due notice of any changes in location, time or canceling of the regular meeting shall be given to all members of the club. All members in good standing, with the exception of an Honorary Member or member excused pursuant to the standard Rotary Club Constitution, Article 9, Section 1 and 2, must be counted as present or absent on the day of the regular meeting.

**Section 3** – One-third of the membership shall constitute a quorum at the annual and regular meeting of this club.

**Section 4** – Regular meetings of the Board shall be held on the second Tuesday of each month. 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. In lieu of a special meeting, the president may request an e-vote be taken on specific items when time is of the essence, the results of which shall be recorded in “New Business” of the next Board Meeting Agenda.

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

## **Article 6 - Fees and Dues**

**Section 1** – The membership dues shall be \$150 per annum, beginning July 1, 2019, payable on 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** – Payment of Dues. The Treasurer should inform the Secretary of any members who are 60 days past due. Notice will be sent by email and US Postal Service by the Secretary identifying the amount owed and the absolute deadline for payment. If the dues are not paid within 15 days of the notification date, membership may be suspended, subject to the discretion

of the Board. The Board may reinstate membership upon a member's petition and payment of all debts to the club.

### **Article 7 – Method of Voting**

The business of this club shall be transacted by voice vote. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

### **Article 8 – Five Avenues of Service**

The Five 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. This club will be active in each of the Five Avenues of Service.

### **Article 9 – Committees**

Club committees are charged with carrying out the annual and long term goals of the club based on the Five Avenues of Service. The President-Elect, President, and Immediate Past President should work together to ensure continuity of leadership and succession planning. Where 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. The President Elect may delegate committee appointments to the appropriate Board member. It is recommended that the committee chair have previous experience as a member of the committee. Ad hoc committees may be appointed as needed.

- (a) The President shall be an ex officio a member of all committees and, as such, shall have all the privileges of membership therein.
- (b) Each committee shall transact its business as 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 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 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 to appropriate RI materials. The Service Projects Committee will consider the Avenues of Vocational Service, Community Service, and International Services 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 recommendations

for club committees, mandates, goals, and plans for the 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 a specified length of time.

*(Note: Such leaves of absence do not 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 authorize 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 President Elect shall prepare a budget to be approved by the Board 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: club operations and charitable/service operations.

**Section 2** – The Treasurer shall deposit all club funds in a bank, named by the Board. The club shall be divided into two separate parts: Club Operations (Club) and Service Projects (Foundation).

**Section 3** – All bills shall be paid by the Treasurer or other authorized officer. If the bill exceeds \$2500, it shall be paid by the Treasurer or other authorized officer only when approved by one other officers or directors.

**Section 4** – A thorough review of all financial transactions by a qualified person approved by the Board 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 this club shall extend 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 – Ralph Moore Fund Committee**

Section 1 – The Ralph Moore Fund Committee is composed of three members in good standing who are appointed by the President and approved by the Board and serve 3 year rotating terms. Committee members may serve consecutive terms when approved by the Board.

Section 2 – The committee shall manage the fund in a manner that brings the greatest rate of interest with a minimum of risk to the principal and provide their recommendations on investments and expenditures to the Board for approval.

Section 3 - The committee shall review all request for expenditures from the Board and provide their recommendations for approval or denial. If a request for funds is denied by the committee, the Board may appeal to a vote of the membership for final approval.

#### **Article-14– Method of Electing Members**

**Section 1** – After attending two meetings and submitting a completed Membership Proposal Form, the name of the prospective member, proposed by a member of the club in good standing, shall be submitted to the Board trough the Secretary. If the prospective member has not been proposed by a member of the club, the Membership Chair shall submit the membership proposal.

Members requesting re-instatement to the club must 1) have left the club via resignation, or in the case of suspension all outstanding balances due at the time of suspension must be paid prior to re-instatement, and 2) be qualified for membership under the rules of Rotary International and the club as are in effect at the time of re-instatement. The President can approve their re-instatement.

**Section 2** – The Board shall ensure that the proposal meets the new RI qualifications effective 1 July 2016. The new enactment requires that the club be composed of “Adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, professional and/or community; and are willing to serve in their community and/or in the world.”

**Section 3** – The Board shall approve or disapprove the proposal within seven (7) days of the submission, via emergency meeting or email balloting, and shall notify the proposer through the Secretary of its decision.

**Section 4** – If the decision of the board is favorable, the prospective member shall be informed of the purposed membership to Rotary and 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 is received by the Board from any member of the club with in seven (7) days following publication of the information about the prospective member, that persons shall be provided an orientation meeting and upon payment of the prorated annual dues as prescribed in these bylaws, shall be considered to be elected to membership.

**Section 6** – Following the election, the President shall arrange for the new member’s induction, 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** – The club may elect, in accordance with the Standard Rotary Club Constitution, Honorary Members proposed by the Board.

#### **Article 15 – 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 16 – Board Meetings, order of business:**

Meeting called to order  
Roll Call  
Approve current Agenda (Additional Agenda Items)  
Approve Board Meeting Minutes of previous meeting  
President’s Report/Correspondence  
Treasurer’s Report  
Old Business  
New Business  
Director Reports  
Member Comments  
Adjournment

#### **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 emailed 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.

Additionally the Rotary Club of Jackson has a published set of “Standing Rules” that supplement or clarify these Bylaws. Rules are to be adopted by the Board, annually at the July Board meeting.