**Article I: Definitions**

Board: The Board of Directors of this Club.

Director: A member of this Club’s Board.

Member: A member, other than an honorary member of this Club.

RI: Rotary International.

Year: The twelve-month period that begins on 1 July and ends 30 June.

**Article II: Board**

The governing body of this Club shall be a Board consisting of the President, President-Elect, Immediate Past President, Secretary, Treasurer, and Directors of Membership, Club Administration, Club Service, Public Image, Fundraising, and Youth Services.

**Section 1.** President-Nominee shall serve on the Board as Director-at-Large beginning 1 January of the year following his/her nomination, if not already serving on the Board. President-Nominee shall have full voting rights once placed on the Board.

**Section 2.** The President may appoint one additional Director-at-Large as a voting member at his/her discretion for his/her term as president.

Section 3. The term for all positions (except President, President-elect and President-Nominee) is one year, renewable annually up to a maximum of three (3) consecutive years on the Board. A member may be reappointed after an absence of one year from the Board.

**Article III: Legal Status**

This Club is incorporated as a 501(c) 4 organization.

**Article IV: Election of Officers and Directors**

**Section1.** Club Presidents shall be selected annually by the nominating committee.

**Section 2.** **The Nominating Committee** shall consist of the current President, President-Elect, and the three immediate past Presidents. The presiding officer for the Nominating Committee shall be the Immediate Past Club President. Nominations, or requests for consideration, from the membership must be submitted in writing on the approved form to the Immediate Past President prior to 1 November. All candidates shall be interviewed by the Nominating Committee. All members of the Nominating Committee shall vote and a super-majority of 80% of the Nominating Committee shall prevail. If no super-majority is achieved, the nomination is referred to the President’s Advisory Council (for advice only).

**Section 3.** The President-Elect shall appoint a Secretary and all Directors prior to 1 December. The appointments for each office will be printed in the Club newsletter.

**Section 4.** The Treasurer of the Club also serves as the treasurer for the Foundation, and shall be appointed by the Rotary Club of Whidbey Westside (RCWW) President, President-elect, President-Nominee and the incoming President of the Rotary Foundation of Whidbey Westside (RFWW) and be approved by both RCWW and RFWW Boards of Trustees. The term of this position is one year, renewable annually by both Boards up to a maximum of three (3) years. All moneys shall be delivered to the Treasurer as custodian of the funds and be deposited in the bank(s) selected by the Board. The Treasurer shall also have other duties as may be specified by the Board.

**Section 5.** The President shall fill a vacancy in appointed positions of the Board of Directors within one month of thevacancy.

**Section 6.** The Nominating Committee as described in Article IV, Section 2, shall fill a vacancy in the position of the President-Elect, or President-Nominee.

**Article V: Duties of Officers**

**Section 1. President -** It is the duty of the President to:

1. Preside at meetings of the Club and Board, and to perform such other duties as ordinarily pertain to this office.
2. Appoint a Program Chair to ensure the successful selection of a diverse set of programs consistent with the goals of Rotary and the plans of the Club President.
3. Provide leadership in successful completion of the Rotary International President’s Citation and in accordance with these bylaws.
4. Provide leadership and support of the District Governor’s goals.

**Section 2.** **Immediate Past President** – It is the duty of the Immediate Past President to:

1. Serve on the Board of Directors, act in any capacity deemed necessary by the Club President for the effective running of the Club, and to serve as a consultant to the President.
2. Chair the Nominating Committee and the President’s Advisory Council (PAC).
3. Serve as Club Foundation Director in accordance with the Foundation Bylaws.

**Section 3. President-Elect -** It is the duty of the President-Elect to:

1. Preside at meetings of the Club and Board for up to one month, in the absence of the

 President, and to perform such other duties as ordinarily pertain to this office. (See Article VIII Section 8. 5. for absence extending one month or beyond)

1. Prepare recommendations for Club committees considering District and RI goals, objectives and

 guidelines, the Club’s budget, goals and plans for presentation to the Board in advance of his or

 her Rotary year.

**Section 4. President-Nominee –** It is the duty of the President-Nominee to:

1. Preside at meetings of the Club and the Board for up to one month in the absence of the President and President-Elect. (See Article VIII Section 8. 5. for absence extending one month or beyond)
2. Serve on the Board as a voting member effective 1 January after appointment.
3. Execute additional duties at the discretion of the President.
4. If the President-Nominee is already serving on the Board in another capacity, he/she will continue serving as a Board member but shall have only one vote.

**Section 5.** **Secretary** - It is the duty of the Secretary to:

1. Keep the records of membership.
2. Record and preserve the minutes of Board meetings.
3. Make the required membership reports, including semi-annual reports of membership to RI and District 5050 1 July and 1 January.
4. Add and delete members with RI and District 5050 as changes occur, in coordination with the Director of Membership.

**Section 6**. **Treasurer -** It is the duty of the Treasurer to:

1. Manage all funds, accounting for the same to the Club annually and to the Board no less than quarterly.
2. Maintain approved software to manage accounts.
3. Prepare an annual budget per the President-Elect’s goals, for approval by the Board and presentation to the Club in June.
4. Remit semi-annual dues to RI and District 5050.
5. Collect meeting fees at all special and social events held by the Club or appoint someone in his or her absence.
6. Maintain approved signature card, debit card and online banking with approved banks for President, President-Elect and Treasurer.
7. Perform such other duties as pertain to this office.
8. Turn over to the successor, or to the President, all funds, books of accounts or any other Club property (including hardware & software) held by the Treasurer upon request from the President or retirement from office.

**Section 7**. **Director of Membership -** It is the duty of the Director of Membership to:

1. Develop and implement, with the Membership Committee, a comprehensive plan for recruitment and retention of the members as set forth in the Club’s Membership Information Booklet.
2. Maintain and periodically present new member orientation sessions.
3. Coordinate with the Secretary who adds and delete**s** members with RI and District 5050.
4. Report Membership Committee activities to the Board as requested.

**Section 8**. **Director of Club Administration** – It is the duty of the Director of Club Administration to:

1. Conduct activities associated with the effective operation of this Club, including District and RI supported events as appropriate.
2. Coordinate all fellowship gatherings, and any other duties pertaining to Club Administration deemed necessary by the President.
3. Be responsible for meeting logistics.
4. Report Committee activities to the Board as requested.

**Section 9.**  **Director of Foundation (Immediate Past Club President)** – It is the duty of the Director of Foundation to:

* + - 1. Develop and implement plans to support The Rotary Foundation (TRF) through both financial contributions and program participation.
			2. Track Paul Harris Fellowship gift giving and credits.
			3. Report Foundation Committee activities to the Board as requested.
			4. Arrange for Service Above Self (SAS) award.

**Section 10. Director of Club Services –** It is the duty of the Director of Club Services to:

* 1. Plan and implement Club service projects, both local and international.
	2. Appoint Chairs for Vocational Service, and other recognitions.
	3. Collaborate with Grants Chair on any needs Grant Chair may have in order to apply for, implement and complete Grant projects.
	4. Report Committee activities to the Board as requested.

**Section 11.** **Director of Public Image** – It is the duty of the Director of Public Image to:

1. Develop and implement plans to provide the public with information about Rotary, the Club’s service projects and other activities of the Club.
2. Issue a weekly newsletter and distribute to all members, District and community.
3. Appoint scribe and photographer at all meetings and Club events when necessary.
4. Maintain social media sites.
5. Maintain Club Runner website.
6. Maintain working relationship with local media and maximize publicity for the Club.
7. Work with President on messaging in cases of conflict resolution or damage control regarding Club, District or Rotary International.
8. Report Public Image Committee activities to the Board as requested.

**Section 12.** **Director of Fundraising** – It is the duty of the Director of Fundraising to:

1. Develop and implement plans to raise funds to further the programs outlined by the President and the Board.
2. Support event Chairs in all fundraising activities.
3. Report committee activities, including expenses and income for all ongoing fundraising efforts to the Board as requested.

**Section 13.** **Director of Youth Services** – It is the duty of the Director of Youth Services to:

1. Appoint Chairs for Youth Exchange, Rotary Youth Leadership Awards (R.Y.L.A.), Youth Adventures in Leadership (Y.A.I.L.) and Interact Liaison.
2. Ensure compliance of Youth Services Protection Policy and guidelines.
3. Report Youth Services Committee activities to the Board as requested.

**Article VI: Meetings**

**Section 1.** **Weekly Club Meeting**-- The Board of Directors shall select a time and place for the regular meetings of this Club. Reasonable notice of any change or cancellation of the regular meeting will be given to all Club members.

**Section 2. Board Meetings** are held each month. Special meetings of the Board may becalled by the President or upon the request of two members of the Board, (via best means possible) with a minimum of one week’s notice. In case of an emergency the meeting shall be called as quickly as possible. A majority of Board members shall constitute a quorum.

**Section 3. Annual Club Meeting** is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

**Section 4. Voting Requirements—**One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of this Club. At a meeting where a quorum has been established, a two-thirds (2/3) majority of the members in attendance shall be required for passage of a measure.

**Article VII: Fees and Dues**

**Section 1**. **Admission Fees** - A Club admission fee, in an amount determined by the Board, shall be paid by each new member.

**Section 2.** **Club Dues** - The membership dues, in an amount determined by the Board, shall be paid semiannually no later than 30 June and 31 December. Members in default for payment of dues more than 30 days are subject to termination by the Board. Exceptions may be considered on a case by case basis.

**Section 3.** **Meeting Fees** - Meeting fees, in an amount determined by the Board, are paid per meeting by guests and visitors. Member meeting fees may be paid monthly, quarterly or semiannually, upon coordination with the Treasurer. Members in default more than 30 days shall be subject to termination by the Board. Exceptions may be considered on a case by case basis.

**Section 4. Assistance Program -** In order to qualify for assistance, a member must have been a member in good standing for at least one year prior to assistance. Assistance may range from a partial to a full year’s dues. Requests for assistance must be in writing and will be handled on a case by case basis by the Board of Directors. Funds will be managed and distributed by the Club Treasurer.

**Article VIII: Directors and Committees**

**Section 1.** The duties of all committees shall be established and reviewed by the President for his/her year. In declaring the duties of each, the President shall reference the appropriate Rotary International material. Each committee shall submit to its respective Director clearly defined goals, action plans and an estimated budget, for implementation during the year.

**Section 2**. The Directors shall appoint such committees as necessary for their areas of responsibility.

**Section 3.** Directors shall be ex-officio members of all committees under the Director’s responsibility as shown in the Club organizational chart, and as such shall have all the privileges of membership thereon.

**Section 4.** The President shall be an ex-officio member of all committees, except the President’s Advisory Council and, as such, shall have all the privileges of membership thereon.

**Section 5**. Each committee shall transact such business as delegated by its Director or the Board. Committees shall not act until a report has been made to and approved by the Board.

**Section 6.**  Directors and Committee Chairs are charged with carrying out the annual and long-range goals of the Club. When feasible, Committee chairs are encouraged to be members of the same committee for three years to ensure continuity. The incoming Director, in consultation with 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.

**Section 7.** Each Committee Chair shall be responsible for regular meetings and activities of the committee and shall supervise and coordinate the work of the committee, reporting to the Director on all committee activities.

**Section 8.** President’s Advisory Council (PAC) – The purpose of this committee is to provide support and counsel to the President and oversee long-range planning for the Club.

1. The President’s Advisory Council members shall serve during the Rotary Calendar Year

 1 July – 30 June.

2. The PAC shall be composed of a minimum of five (5) and a maximum of seven

 (7) members, consisting of the following active members of the Club who are in good standing:

 a. Immediate Past Club President, who shall act as Chair.

 b. Up to four (4) RCWW Past Club Presidents that have served within the prior five (5) years.

 c. Up to two (2) RCWW Club Founders, appointed by the PAC.

 d. If less than five (5) PAC members can be drawn from a.- c. above, then members of the PAC

 may be nominated from the following Club members (in order) who are in good standing:

 1) other Club Founders; 2) past Rotary District Officers whohave served in the Club within the prior five (5) years; 3) past Rotary Club Presidents who have served in their Clubs

 within the prior five (5) years, who have joined RCWW, and are in good standing.

 e. If a member holds more than one role, such as Founder and another Club office, then the

 latest office takes precedent. Only one role shall be held.

3. Once the number of members on the council reaches seven (7), and the newest Past

 President begins his/her term as number eight (8), then the longest serving member of the Council will rotate off so that the number does not exceed seven (7).

1. The PAC shall meet at least quarterly, and as needed, with a minimum of one meeting to include the current President, the President-Elect, and the President-Nominee. A meeting may be called at any time to aide and support the current RCWW Club President in whatever capacity deemed necessary.
2. In the event of a Club President resigning or having anunexcused absence for more than one month, the PAC shall be called upon to recommend to the Club Board appropriate ongoing Club leadership, up to and including the dismissal of the current Club President and appointment of a replacement.

**Article IX: Finances**

**Section 1.** The Treasurer shall deposit all funds of the Club in federally insured financial institution(s) to be named by the Board.

**Section 2.** All bills shall be paid only by authorized signatory(s) upon receipt of invoices or expense reimbursement requests. Authorized signatories shall be the President, President-Elect and Treasurer.

**Section 3.** The fiscal year of this Club shall be 1 July to 30 June.

**Section 4.** In May, prior to the next fiscal year, the Treasurer shall prepare a budget of estimated income and expenditures for the year which, having been agreed to by the Board, shall stand as the maximum approved expenditures for the respective purposes unless otherwise ordered by action of the Board.

**Section 5.** The budget shall be segregated to reflect income and expenditures for Club operations and charitable/service operations.

**Section 6.** Transactions in excess of $1,500 shall require the signature of at least two (2) signatories.

**Section 7. Reserve Account**

The Rotary Club of Whidbey Westside will strive to hold a minimum of 10 percent of the Operations

Fund total budgeted expenses in reserve each year.

**Article X: Member Status**

**Section 1: New Members**

 1. A sponsoring member shall introduce prospective members to the President, Board members,

 and Membership Chair. If the sponsor is unable to accompany the prospective member to a

 meeting he/she may request a member of the membership committee to do so.

 a. Once a prospect affirms interest in becoming a member, the proposal for membership

 is submitted to all Board members by the Membership Chair, requesting a private vote for

 Board approval.

 b. Any **Board member** objecting to the proposal shall contact the President and show just

cause for denial. If the objection is not resolved the President may consult the President’s Advisory Council with the final decision to be made by the Board. Two “no” votes are an automatic denial for membership for the proposed candidate.

c. The name of the prospective member will be published in the Club newsletter for two

 consecutive weeks and the President will announce, at two consecutive meetings, the “First

 and Second Call” for the new member.

d. Any **member** with cause to vote no for membership shall notify the President to deny

 membership of the prospective member within the two-week call period. The President shall

 meet with the objecting member. If unable to come to a resolution allowing membership, the

 President may consult the President’s Advisory Council with the final decision to be made by

 the Board.

e. One week after the “Second Call” and with no objections, the Membership Director will

 contact the proposed member to schedule their induction into the Club in coordination with

 the Club President.

f. The Treasurer is requested to prepare an invoice for dues and meeting fees beginning on the

 induction date.

g. The Membership Director requests that a Past President perform the induction ceremony

 unless the President indicates a special induction by a District Governor, Assistant Governor

 or any other dignitary.

h. The new member is inducted into the Club as soon as is practical.

**Section 2. New Generations Membership –** An approved New Generations member shall be between the ages of 19 and 27 during the year of application to the Club. Such member shall meet all requirements and enjoy all the rights of full membership. Meeting fees for a New Generations member may be waived for one year from date of induction by the Board.

**Section 3. Associate Membership** --An approved associate member may be specified during application, or the application appropriately amended to be included. The associate member typically is identified as a family member. An associate member shall not incur meeting fees at any meeting where they are the sole “member” in attendance. At meetings where both members of an Associate Membership are in attendance an additional meeting fee is due. Associate members do not have voting privileges or pay dues.

**Section 4. Transfer Member**

1. A member in good standing in another Rotary Club may request transfer into this Club.

2. The prospective transfer upon making application for transferring membership to this Club may attend three meetings without payment of meeting fees.

3. Upon receipt of application for transfer, the Membership Director shall contact the applicant’s current Club for endorsement.

4. Upon receipt of endorsement the prospective transfer shall follow the process outlined in Article X, Section 1 for approval and induction as a new member.

**Section 5. Corporate or Family Memberships**

The Board of Directors of the Club may establish other types of memberships, such as Corporate or Family, at their discretion and with the Club’s approval.

**Section 6. Honorary Members**

1. Any member of the Club in good standing may submit to the Board in writing the name of a proposed candidate for an honorary membership.
2. Such proposal may be considered at any regular or special meeting of the Board.
3. Honorary membership shall be extended for no more than one year by majority vote of the Board.
4. Honorary members shall pay meeting fees when attending a meeting.
5. Honorary members have no voting privileges.

**Section 7. Leave of Absence**

1. Upon written request to the Director of Membership, a member in good standing may

 request consideration for leave of absence for just cause for a six-month period.

2. Such request may be considered at any regular or special meeting of the Board, or

considered by distribution of letter of request and vote of the Board via email.

3. The Board may, at its discretion, grant an excused leave of absence by private ballot and

majority vote. The Director of Membership shall advise the full Board of the results of

vote-by-vote count only.

4. The Director of Membership also notifies the member of the result of the vote, i.e.

 approved or not approved.

5. Meeting fees are waived for the period of approved Leave of Absence.

6. Members on leave of absence are not excused from dues.

**Section 8. Termination**

1. Termination may be considered by the Board for the following:

a. Not meeting financial obligations as required in Article VII, Section 2 & 3 of these bylaws.

b. Other cause as determined by a majority vote of the Board of Directors.

2. Termination under terms of these bylaws and RI Manual of Procedure (MOP) shall require ten-day written notice to the member delivered personally or by registered letter. The Member shall have the right to appear before the Board to address resolution within ten days of notice of termination.

3. Upon notification of proposed termination and hearing before the Board, the member may

 request a vote of the Board by private ballot. The result of the vote to be read by the chair of

 the meeting by tally only. The decision of the Board shall be final.

**Article XI: Resolutions**

The Club shall not consider a resolution or motion to commit this Club on any matter until the resolution or motion has been presented to the Board for consideration. Such resolution or motion, if offered at a Club meeting, shall be referred to the Board without discussion.

**Article XII: Amendments**

Proposed Bylaws amendments or revisions shall first be approved by the RCWW Board of Directors and subsequently the members of the Club.These Bylaws may be amended at any regular Clubmeeting, a quorum being present, by a two-thirds vote of all those present. Notice of such proposed amendment(s) shall have been distributed to each member at least ten days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Club Constitution and Bylaws of Rotary International.

**Article XIII: Eligibility**

**Section 1.** Members of the Club must not serve or, alternatively, must recuse themselves from any committee that would benefit a family member, or if there is a real or perceived conflict of interest.

**Section 2.** Family members may make application to any program except those funded by The Rotary Foundation.