

**BYLAWS
OF THE
ROTARY CLUB OF MARIETTA, INC.
May, 2015**

Article I

Definitions

- 1) Board: The Board of Directors of the Rotary Club of Marietta, Inc.
- 2) Director: An individual serving on the Board of Directors in a non-officer capacity.
- 3) Officers: The Secretary, Treasurer, President, President-Elect, Sergeant-at-Arms and other assistant secretaries and assistant treasurers as may be designated by the Board.
- 4) Member: A member (other than an honorary member) of the Rotary Club of Marietta, Inc.
- 5) RI: Rotary International.
- 6) Year: The twelve-month fiscal period that begins on the 1st of July and ends on the next June 30th.
- 7) The Club: The Rotary Club of Marietta, Inc.
- 8) Nominating Committee: A committee responsible for designating nominees for the Officers and Directors.
- 9) The Past Presidents' Council: An advisory group of all Members having served previously as presidents of the Club.
- 10) The Board-Elect: The group of Members selected by the Club in November of the current year to serve as the Board in the first succeeding Year.
- 11) The President-Elect: The Member voted by the Club in November to serve as President in the second succeeding Year (and who officially becomes the President -Elect in the first succeeding Year).

- 12) The President's Advisor(s): The past president or past presidents chosen by the President-Elect to advise regarding his or her duties as President-Elect and President.

Article II

Board

The governing body of the Club shall be the Board. The Board shall consist of five Directors and four Officers; the President, President-Elect, Secretary and the Treasurer. Only Members are eligible to serve on the Board.

Article III

Election of Directors and Officers

SECTION 1 - The Nominating Committee shall consist of the three most immediate Past Presidents who are non-honorary Members and able to serve. The participating Past President with the most seniority on the Nominating Committee shall preside over the Nominating Committee. Any vacancy in the Nominating Committee shall be filled by the next available Past President who is a non-honorary Member and able to serve. The presiding Past President shall be responsible for calling the Nominating Committee into session by August 1 so that nominations by the Nominating Committee for the Directors and Officers (excluding the Sergeant-at-Arms and any assistant secretaries and assistant treasurers) for the succeeding Year shall be presented to the current Board during its October meeting. The presiding Past President shall also be responsible for determining, prior to each candidate's acceptance of nomination, that the candidate (particularly the candidate for President-Elect) is fully informed and accepting of the responsibilities entailed. These nominations shall be decided by a majority vote. Prior to deliberations, the Committee shall seek suggestions from the President-Elect as to those Members that the President-Elect believes would or would not be good candidates for the Board-

Elect. No member of the Nominating Committee may be nominated by the Nominating Committee as a candidate for the Board-Elect.

SECTION 2 - At a regular meeting of the Club in October, at least two weeks prior to the annual meeting for the election of Officers, the presiding Officer of the Club shall ask for nominations for President-Elect, Secretary, Treasurer, and five Directors. Nominations will be made by the Nominating Committee and may also be made by Members from the floor. The nominations shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for President-Elect, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices for the next Year. The five candidates for Director receiving a majority of the votes shall be declared elected as Directors for the next Year.

SECTION 3 - The President-Elect for the current Year shall automatically succeed to the office of President on the first day of the succeeding Year and shall hold such office for a term of one year or until his replacement.

SECTION 4 - The Officers and Directors, so elected, shall constitute the Board. At their first meeting as the Board-Elect, the Directors-Elect shall elect some Member of the Club to act as Sergeant-at-Arms for the next Year.

SECTION 5 - A vacancy of the Board or any office shall be filled by action of the remaining Directors.

SECTION 6 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining Directors-Elect, except a successor President-Elect shall be filled by nomination by the Nominating Committee (as constituted when the departing President-Elect was elected) and elected by the Board.

SECTION 7 - Eligibility for the position of President-Elect shall be restricted to those Members who have previously served, or are currently serving, a term on the Board.

Article IV
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 - *President-Elect*. It shall be the duty of the President-Elect to preside at meetings of the Club and the Board in the absence of the President, to perform other duties as ordinarily pertain to an office of vice-president, to head the committee in charge of Club participation at the District Assembly, to provide input to the Nominating Committee and to serve on the Board. The President-Elect shall, within thirty days of his election, choose a Past President to serve as an advisor during his or her terms as President-Elect and President. The President-Elect shall also be responsible, within ninety days of the election of his Board-Elect, of calling his Board-Elect into session to begin planning for the coming year.

SECTION 3 - *Secretary*. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club and Board meetings, and record and preserve the minutes of such meetings. The Secretary shall provide semi-annual membership reports to RI as of the 1st of January and the 1st of July of each year, report changes in membership; provide the monthly attendance report to the District by the fifth of the following month; and perform other duties as usually pertain to the office of Secretary. The Secretary may delegate certain duties to an assistant secretary (with both the delegation and appointment to be approved by the Board).

SECTION 4 - *Treasurer*. The Treasurer shall manage and have custody of all funds, accounting to the Board for all income, expenses and funds on a monthly basis, to the Club

annually and at any other time upon demand by the Board. The Treasurer shall perform other duties as pertain to the office of Treasurer and may delegate certain duties to an assistant treasurer (with both the appointment and delegation to be approved by the Board). Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer, or to the President, all funds, books of accounts and any other Club property.

SECTION 5 - The Treasurer or some Member appointed by the Board as an assistant treasurer is to be responsible for billing individual Members for current and delinquent dues, collecting and depositing said dues and compiling accounting input. That person shall also compile and furnish to the Board a quarterly collection report indicating delinquent accounts.

SECTION 6 - *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. The Sergeant-at-Arms has no vote, however, except in his or her capacity as a Member.

Article V

Meetings

SECTION 1 - *Annual Meeting*. An annual meeting of the Club shall be held on the 2nd Wednesday of November in each year, at which time the election of Officers and Directors to serve for the succeeding year shall take place.

SECTION 2 -The regular weekly meetings of the Club shall be held on Wednesday on or about 12:15 p.m. Due notice of changing or canceling the regular meeting shall be given to all Members of the Club. All Members in good standing (excepting Members excused pursuant to the Standard Rotary Club Constitution) must be counted as present and absent, and attendance must be evidenced by the Member's being present for at least sixty percent of the time devoted to the regular meeting, either at the Club or at any other Rotary Club, or as otherwise provided in the Standard Rotary Club Constitution.

SECTION 3 - One-half of the Members shall constitute a quorum at any meeting of the Club.

SECTION 4 - Regular meetings of the Board shall be held on a regular day and time each month as determined at the beginning of the Year by the Board. Special meetings of the Board shall be called by the President or upon the request of two Directors, whenever deemed necessary with due notice having been given.

SECTION 5 - A majority of the Directors shall constitute a quorum of the Board.

SECTION 6 - The Board-Elect shall meet, as called by the President-Elect, within ninety days of election and as often as needed, so that the plans and goals of the Board-Elect shall be determined well in advance of the succeeding year. Plans, including a budget, adopted by the Board-Elect by a majority vote, shall automatically be in force at the commencement of the succeeding year without the need for ratification.

SECTION 7 - Voting by proxy is not allowed at either Club or Board Meetings.

SECTION 8 - The Board may vote by email when urgency of an issue does not allow delay until the next scheduled meeting, provided that any measure adopted must pass by no less than five affirmative votes, notice is emailed to all Board members and no Board member objects to voting by email on that issue within twenty four hours of the original notice.

SECTION 9 - The agenda for any Board Meeting shall be developed by the President and Secretary and shall be provided to the various Board members at least three days prior to the meeting. Any Board member shall be entitled to place an item on the agenda for consideration. The failure to list an item on the agenda or the failure of the President and Secretary to timely publish an agenda shall not prohibit the consideration of any matter before the Board, unless

specifically prohibited herein.

Article VI
Fees and Dues

SECTION 1 - The admission fee for new Members shall be one hundred dollars (\$100) and must be paid before the applicant can qualify as a Member. This fee will be paid to the Rotary Foundation in the name of the new Member in order to promote Every Rotarian, Every Year status for the Club. The admission fee shall be waived for any person who is or has previously been a member of any Rotary Club.

SECTION 2 - The membership dues shall be payable in advance per quarter. Mandatory dues shall include a general fee due to the Club, a general fund contribution and an endowment contribution due to the Marietta Rotary Foundation Fund and a contribution due to the Rotary International Foundation. Any Member who desires to make the mandatory contribution to the Rotary International Foundation directly to the Foundation, rather than through Club billing, may elect to do so, provided that the electing Member provides receipts each quarter to the Treasurer from the Foundation evidencing that such contributions have been made.

SECTION 3 - The admission fee and quarterly membership dues may only be changed in the same manner as these Bylaws may be changed (as per Section XV, herein). As the membership dues are expected to be changed from time to time as the need arises, they are not enumerated herein.

Article VII
Method of Voting

The election of Officers and Directors shall be by written ballot. All other business shall

be conducted by voice vote unless otherwise required by the Board.

Article VIII
Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of the Club. They are Club Service, Vocational Service, Community Service, and International Service. The Club will be active in each of the four Avenues of Service.

Article IX
Committees

SECTION 1

(a) The President-Elect shall, subject to the approval of the Board-Elect, appoint the following standing committees for the next year:

Club Membership

Club Public Relations

Club Administration

Club Service

Foundation

(b) The President-Elect shall, subject to the approval of the Board-Elect, also appoint such committees for the next year on particular phases of Club Membership, Club Public Relations, Club Administration, Club Service Projects and the Foundation as he or she may deem necessary.

(c) The Club Membership, Club Public Relations, Club Administration, Club Service and Foundation Committees shall each be chaired by a Director. The balance of each of these five committees shall consist of the chairmen of all the committees under each respective avenue of service.

(d) Except for committees having specific voting stipulations (such as the Nominating Committee), the President shall be an ex-officio Member of all committees and, as

such, has all the privileges of membership thereon.

(e) Each committee shall transact such business as is delegated to it in the Bylaws, and such additional business as may be referred to it by the President in consultation with the Board. Except where special authority is given by the Board, such committees shall not take action unless approved by the Board.

(f) Should the President-Elect deem it necessary, he or she may appoint one or more committees dealing with various aspects of youth activities which, depending on their respective responsibilities, may be under any or all of the Club Membership, Club Public Relations, Club Administration, Club Service and Foundation committees.

(g) Where desirable and practical in the appointment of committees, the Board-Elect shall consider both the rotation of duties amongst the various Members and the need for some continuity of experience.

SECTION 2 – Club Membership

(a) The Chairman of this standing committee shall be responsible for the activities described in this section, and shall supervise and coordinate the work of all committees that may be appointed on particular phases of Membership.

(b) The President-Elect shall, subject to the approval of the Board-Elect, appoint the following committees for the next year on particular phases of Membership to serve under the direction of the Chairman of the Standing Committee on Club Membership:

Recruitment Committee

Member Involvement Committee

Member Orientation Committee

Socials Committee

SECTION 3 – Club Public Relations

(a) The Chairman of this standing committee shall be responsible for all activities

described in this section, and shall supervise and coordinate the work of all committees that may be appointed on particular phases of Public Relations.

(b) The President-Elect shall, subject to the approval of the Board-Elect, appoint the following committees for the next year on particular phases of Public Relations to serve under the direction of the Chairman of the Standing Committee on Club Public Relations:

Golf Tournament Committee

Club Photograph Committee

Media Relations Committee

Social Media Committee

SECTION 4 - Club Administration

(a) The Chairman of this standing committee shall be responsible for the activities described in this section, and shall supervise and coordinate the work of all committees that may be appointed on particular phases of Club Administration.

(b) The President-Elect shall, subject to the approval of the Board-Elect, appoint the following committees for the next year on particular phases of Club Administration to serve under the direction of the Chairman of the Standing Committee on Club Administration:

Programs Committee

Fellowship Committee

Sergeant at Arms Committee

Rotalight Committee

Technology Committee

SECTION 5 – Club Service

(a) The Chairman of this standing committee shall be responsible for the activities

described in this section, and shall supervise and coordinate the work of all committees that may be appointed on particular phases of Service Projects.

(b) The President-Elect shall, subject to the approval of the Board, appoint the following committees for the next year on particular phases of Service Projects to serve under the direction of the Chairman of the Standing Committee on Service Projects:

Must Ministries Committee

Special Projects Committee

Literacy Committee

New Generations Committee

Holiday Party Committee

SECTION 6 - Foundation

(a) The Chairman of this standing committee shall be responsible for the activities described in this section, and shall supervise and coordinate the work of any committees that may be appointed on particular phases of the Foundation.

(b) The President-Elect shall, subject to the approval of the Board-Elect, appoint the following committees for the next year on particular phases of the Foundation to serve under the direction of the Chairman of the Standing Committee the Foundation:

Grants Committee

Rotary Information / Foundation Committee

Georgia Rotary Student Committee

SECTION 7 - Except for committees whose individual membership is specifically constituted under these Bylaws (the Nominating Committee, for example), the President and his or her

Board may, for the current year, appoint or remove committee members at any time.

SECTION 8 - The President-Elect, with notice to the Board-Elect, may delegate the appointment of committee chairs and / or committee members in a particular area of service to that Director-Elect in charge of that area of service, except that the selection of the Program Committee Chair may not be so delegated.

SECTION 9 - Committee chairs and members for the succeeding Year shall be selected by the second week in April.

SECTION 10 - An individual may serve in the same capacity as a committee chair, a committee member and / or as an officer for successive years, but no particular Board or Board-Elect may appoint any Member to a multi-year term in such capacity, except as specifically stipulated in the Bylaws.

SECTION 11 - *Committees under each avenue of service:* The duties and purpose of each committee under each avenue of service shall be reviewed annually by the President and the Board. The Board, upon recommendation by the President, may amend these bylaws for the purpose of adding or deleting committees under each avenue of service provided that such changes do not compromise the service offered by the Club and do not conflict with RI guidelines.

Article X

Leave of Absence

Upon written application of the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing a Member from attending the meetings of the Club for a specified length of time. Such leave of absence does prevent a forfeiture of membership but 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 Member must be recorded as absent, except that absence authorized under the provisions of Standard Rotary Club Constitution is not computed in the attendance record of the Club.

Article XI

Finances

SECTION 1 - Prior to the beginning of the next Year, the treasurer-elect, as directed by the Board-Elect, shall prepare a budget of estimated income and expenditures for the next Year. The budget adopted by the Board-Elect shall automatically become the budget of the Board for the succeeding Year without the need for ratification. The budget 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 or other financial institution named by the Board. The financial institution(s) shall provide monthly statements to the Treasurer and to at least one other individual designated by the Board.

SECTION 3 - All bills shall be paid by the Treasurer or other authorized Officer only when approved by the President or by the President-Elect or by a combination of any other two Officers or Directors. All expenditures must be according to an approved budget or otherwise be by Board approval.

SECTION 4 - A review of all financial transactions by a person or persons, other than the Treasurer, selected by the Board, shall be made at least once each year. This provision may be satisfied by reviewing the Treasurer's financial statements for 1) reasonableness of receipts and disbursements, 2) comparison of receipts and disbursements to budget and 3) verifying that the Treasurer's report of financial activity agrees with the beginning and ending statements from the

financial institution. The reviewer need not be an accountant and, if unpaid, shall not be responsible for errors and omissions other than the reviewer's own fraud.

SECTION 5 - The President and Treasurer or any other Officer having charge or control of any significant amount of Club funds shall give a fidelity bond in an amount of \$35,000 (or more if required by the Board) with the cost of the bond to be borne by the Club.

SECTION 6 - The Year for the purposes of collecting Members' dues shall be divided into four quarterly periods: July to September, October to December, January to March, and April to June. The payment of per capita RI dues and RI official magazine subscriptions shall be made on the 1st of July and the 1st of January of each year on the basis of the membership of the Club on those dates.

Article XII

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 former or active member of another club may be proposed to active membership by that club. All membership proposals 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 thirty 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 of the Club within seven days following publication of information about the prospective Member, that person, upon payment of the admission fee, as prescribed in these Bylaws, shall be considered to be elected to membership. If any such objection has been filed with the Board, the Board shall vote on this matter at its next meeting. If approved despite the objection, the proposed Member, upon payment of the admission fee, shall be considered to have been elected to membership.

SECTION 6 - Following the election, the Secretary 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 Board may elect, in accordance with the standard Rotary Club Constitution, honorary members for terms not to exceed one year. The Board may renew or terminate the term of honorary membership at its discretion. Honorary membership status shall be reserved for those persons that have distinguished themselves with long term and meritorious service to the Club, the community, the state, etc. and is not limited to Rotarians. Honorary membership shall not be granted as a means of avoiding attendance requirements for a Member needing a leave of absence.

SECTION 8 - When honorary membership is not appropriate, the Board may elect certain individuals as "Friends of the Rotary Club of Marietta" for terms not to exceed one year. Such Friends shall be entitled to attend any meeting, paying the standard charge for the meal, but shall otherwise have no affiliation with either the Club or RI. Each Board may renew or terminate

such designation at its discretion.

Article XIII

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 XIV

Order of Business

- (A) Luncheon.
- (B) Call to Order.
- (C) Invocation.
- (D) Introductions of visiting Rotarians and guests.
- (E) Announcements.
- (F) Any new or unfinished business.
- (G) Sunshine and / or Rotary Information, if any.
- (H) Program.
- (I) Opportunity Drawing.
- (J) Pledge, Four Way Test and Adjournment.

The above Order of Business may from time to time be changed by the President or the Board as circumstances dictate.

Article XV

Amendments

a) Except as provided in Article IX, Section 11 regarding committees, these Bylaws may only be amended at a regular meeting of the Club, a quorum being present, by a two-thirds vote of all Members present, provided that notice of such proposed amendment shall have been mailed (email is sufficient for those Members who have furnished an email address to the Club) 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 Standard Rotary Club Constitution and with the Constitution and Bylaws of RI and has not previously been approved by an affirmative vote of at least five of the members of the Board in accordance with this article.

b) The President, with the consent of the Board, may refer consideration of any bylaw amendment to any committee.

c) No proposed amendment to these Bylaws may be approved by the Board for submission to a Club Membership vote, unless the amendment, in a form substantially the same as approved by the Board, was provided by email, standard mail or personal delivery to each Board Member at least five days prior to the Board meeting at which the proposed amendment is to be offered for consideration and adequate time is allotted for discussion and /or modification at such meeting and voting does not take place until a subsequent meeting.

d) The President, in consultation with the Board, may call the Past President's Council into session for the Council's input regarding a proposed amendment of the Bylaws, but shall not be required to do so.

Article XVI

Community, National and International Affairs

a) The merits of public questions involving the general welfare of the community, the nation and the world are of concern to the Members and shall be proper subjects of fair and

informed presentation and discussion at Club meetings. The Club or the Board shall not, however, adopt or circulate resolutions and shall not take action dealing with policies of a political nature.

b) The Board may allow the scheduling of politician(s) or political advocates to address the Club when, in the judgment of the Board, such presentation is predominantly for informative rather than political purposes (for example, state of the City or County addresses by the mayor or commission chairman). In consideration of allowing such presentation, the Board should consider the proximity of elections, however, the fact that a proposed presenter is an announced candidate for office shall not be an automatic bar. In addition, the Board may schedule presentations of a predominately political nature where equal opportunity is given to speakers with alternative views and a moderator is used.