

## **Bylaws of the Rotary Club of Key Largo**

### **Article I 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 the President, President-elect, secretary (President-nominee), and up to ten (10) Directors elected in accordance with article 3, section 1 of these bylaws, and the immediate past President.

### **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 secretary (President-nominee), and up to five Directors. The Directors shall serve a two year term with up to five elected for terms beginning on odd years and up to five elected for terms beginning on even years. The nominations shall be presented by members from the floor. 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. All nominees must be a member in good standing as outlined in Article 14 and have been a Rotarian for at least 12 months at the time of the election. The candidate for secretary (President-nominee) receiving a majority of the votes shall be declared elected to office. The candidates for Director receiving the highest number of votes shall be declared elected as Directors to serve for two years. The candidate for secretary (President-nominee) elected in such balloting shall serve as President-elect the following year and the President the year after that. Candidates for secretary may also be considered for a Director position and unsuccessful candidates for secretary shall be elected to a Director position if they receive the top three of four votes, depending on the year

**Section 2** – The Officers and Directors, so elected, together with the immediate past President shall constitute the Board.

**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.

**Section 5** – Directors may serve a maximum of two consecutive terms of two years. They will be ineligible to serve as a Director again until after they have been off the Board for one year, unless appointed by the Board in the case of a vacancy. They may however be elected secretary. The immediate past-President will not be able to serve as a Director or Club

Officer until after he or she has been off the Board for one year, unless appointed by the Board in the case of a vacancy.

#### **Article 4 Duties of Officers and Directors**

**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 – Secretary.** It shall be the duty of the secretary to keep membership records; record attendance at 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 as usually pertain to the office of secretary.

**Section 4 – 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. The Treasurer shall provide the President financial reports prior to the monthly Board meeting. 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. The Treasurer shall be nominated by the President and approved by the Board. The Treasurer is a non-voting Officer unless the member is also serving as a Director.

**Section 5 – Directors.** A Director shall govern the Club activities in accordance with Rotary International and the Club Bylaws.

**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 President will appoint one or more individuals to act as sergeant-at-arms.

**Section 7 – Board Meeting Attendance.** The President, President-elect, Secretary, and Directors are expected to attend Club and Board meetings to properly exercise their duties. A President, President-elect, Secretary, or Director who misses three consecutive Board meetings or 5 Board meetings in a year will no longer serve in their capacity unless the Board votes to recognize unusual circumstances allowing them to continue serving.

**Section 8 – Participation.** All Officers and Directors are required to provide leadership to the Club through very visible participation in Club meetings, committees, service projects, and fund raisers at level higher than required for membership.

## **Article 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this Club shall be held in December of each year, at which time the election of Officers and Directors to serve for the ensuing year shall take place. The election of Officers and Directors may take place electronically (email, website, etc) at the discretion of the Board.

**Section 2 –** The regular weekly meetings of this Club shall be held on Wednesday at 7:30am. 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 fifty (50) 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 –** Board meetings should be held each month with a minimum of 11 per Rotary year. 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 application fee as established by the Board shall 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 as established by the Board shall be paid quarterly with the understanding that a portion of each payment shall be applied to each member's subscription to the RI official magazine. The board may decrease the club dues to an individual or group of members for a defined period due to extenuating circumstances by a majority vote.

## **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.

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

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

## **Article 9 Committees**

Club committees are charged with carrying out the annual and long-range goals of the Club based on the four Avenues of Service. 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 may be appointed as follows:

- Membership  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- Club Public Relations  
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.
- 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.
- Scholarship  
This committee shall recommend to the Board appropriate scholarship goals and objectives. The committee will identify, screen, and recommend to the Board potential scholarship recipients based on the approved goals and objectives for approval. The committee will administer the program which will include but is not limited to verification of eligibility and payment of awards.
- Sponsorship  
This committee will coordinate sponsorship activities throughout the year to maximize sponsorship funds for all Club activities. A representative of this committee will be a member of every service project committee.

Additional ad hoc committees may be appointed as needed.

(a) The President shall be an ex officio 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.

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*(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A Club may develop a different committee structure as needed.)*

#### **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 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 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the Board shall adopt a budget of estimated income and expenditures for the year, based on the previous year's income and expenses, 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 bank, named by the Board. The Club funds shall be divided into two separate parts: Club operations and charitable/service

operations.

**Section 3** – All bills shall be paid by the Treasurer or other authorized Officer as approved by the Board of Directors via approval of the adopted budget or by specific action of the Board.

**Section 4** – A thorough review of all financial transactions by a qualified person shall be made once each year.

**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 divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January 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 12 Method of Electing Members**

**Section 1** –A member proposes a candidate for membership to the Board and/or the membership committee, or another Club proposes one of its transferring or former members.

**Section 2**–The Board approves or rejects the candidate’s membership within 30 days and notifies the proposing member of its decision.

**Section 3** – If the Board approves the candidate’s membership, the prospective member is invited to join the Club.

**Section 4** –The board may at their discretion offer associate membership as a trial period to engage prospective members. If the associate member demonstrates Rotarian values and reasonable participation they can be invited to join. In such cases, the Club would report them as active members once they've joined, and the member would then receive all the benefits that other active, dues-paying members enjoy and would be included in the Club's membership count.

## **Article 13 Membership**

### **Section 1 – *Member Classifications***

#### **(a) Individual:**

- a. Standard individual membership enjoys all the benefits, opportunities, and responsibilities of Rotary. Individuals pay quarterly dues that include RI, District, and Club dues and quarterly meal costs and are eligible to vote for Officers and Directors or serve as an Officer or Director.
- b. Alternate individual membership enjoys all the benefits, opportunities, and responsibilities of Rotary. Individuals pay quarterly dues that include RI, District, and Club dues and the member ala carte meal costs when attending a regular breakfast meeting and are eligible to vote for Officers and Directors or serve as an Officer or Director. The Board reserves the right to limit this type of membership if necessary to maintain the Club’s financial integrity.

- (b) Significant Contributor: An individual who significantly and consistently supports the Rotary Club of Key Largo may be invited by the Board to join in recognition of their contributions. They are required to pay quarterly RI, District, and Club dues and the member ala carte meal costs when attending a regular breakfast meeting. They are

eligible to vote for Officers or Directors and serve as an Officer or Director if eligible and able to participate as required. The Board will limit the number of Significant Contributor memberships to 5 unless approved by a 2/3 vote of the Board.

- (c) Corporate: A corporation, business, non-profit, or governmental entity aligned with Rotary ethics and ideals may be invited to join. The corporation will have one primary member who will be charged the same quarterly dues as individual members. The corporation can then have 1-4 additional members (employees or Directors of the organization) for which they will only be charged for quarterly meal fees or member ala carte fees at their discretion. The additional members will be designated by the organization for a minimum of 12 months. Only the primary member is eligible to vote for Officers and Directors or serve as an Officer or Director.
- (d) Family: A family member (spouse, significant other, parent, or child over 21) of an individual member may join by paying RI, District and Club dues and the member ala carte meal costs when attending a regular breakfast meeting with the individual member. They may attend a regular breakfast meeting at no additional cost as an alternate to the individual member. They are eligible to vote for Officers or Directors or serve as an Officer or Director.
- (e) Honorary: A former member of the Rotary Club of Key Largo who the Board wishes to recognize for their past contributions and bestows the title Honorary Member. They must pay guest ala carte meal costs when attending a regular breakfast meeting. They are not eligible to vote for Officers or Directors or serve as an Officer or Director.

**Section 2 - Period.** Membership shall continue during the existence of this Club unless terminated as hereinafter provided.

**Section 3 – Termination – Non-payment**

- (a) *Process.* Any member failing to pay dues or assessments within ninety (90) days of being billed shall be considered not in good standing. At the Board's discretion the member may be notified in writing by the Treasurer at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the Board.
- (b) *Reinstatement.* The Board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this Club.

**Section 4 — Termination — Other Causes.**

- (a) *Good Cause.* The Board may terminate the membership of any member who ceases to have the qualifications for membership in this Club or for any good cause by a vote of not less than two-thirds of the Board members, at a meeting called for that purpose. The guiding principles for this meeting shall be The Four-Way Test.
- (b) *Participation.* Membership in the Club comes with the expectation that all members contribute to the Club's goal of making positive changes in our community and world through Club activities. The Board may terminate any member who is unable to meet this commitment by a vote of not less than two-thirds of the Board members, at a meeting called for that purpose.
- (c) *Notice.* Prior to taking any action under subsection (a) and (b) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an

opportunity to submit a written answer to the Board. The member shall have the right to appear before the Board to state the member's case. Notice shall be by personal delivery, e-mail, or by registered letter to the member's last known address.

**Section 5 — *Right to Appeal***

(a) *Notice.* Within seven (7) days after the date of the Board's decision to terminate membership, the secretary shall give written notice by personal delivery, email, or by registered letter to the member's last known address of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the Club.

(b) *Date for Hearing of Appeal.* In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular Club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the Appeal is heard.

**Section 6 — *Board Action Final.*** Board action shall be final if no appeal to this Club is taken and no appeal is requested.

**Section 7 — *Resignation.*** The resignation of any member from this Club should be submitted in writing, addressed to the President or secretary. The resignation shall be accepted by the Board if the member has no indebtedness to this Club.

**Section 8 — *Forfeiture of Property Interest.*** Any person whose Club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this Club.

**Section 9 — *Temporary Suspension for Good Cause.***

Notwithstanding any provision of this constitution, if in the opinion of the Board

- (a) credible accusations have been made that a member has refused or neglected to comply with these bylaws, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the Board considers should properly occur before such action is taken by the Board; and that in the best interests of the Club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this Club and from any office or position the member holds within the Club.

**Article 14 Grant Making with the Rotary Foundation**

The Club shall implement the financial and stewardship requirements by the Rotary Foundation by way of its memorandum of understanding or any similar document in effect at that time. The Club shall also send the number of designated Club member(s) to the District's Grant Management Seminar required by the District on an annual basis.

Club Officers shall hold primary responsibility for Club qualification and proper implementation



of grants from the Rotary Foundation. One Club member must be designated to manage and maintain Club qualification. The Club shall also be responsible for insuring that all Rotary Foundation grants adhere to the stewardship measures and proper grant management practices as implemented by the Rotary Foundation or the District. The Club shall also insure that the conduct of all Club members avoids actual or perceived conflict of interest.

The Club shall prepare a written financial management plan to provide consistent administration of grant funds. The financial management plan shall include, but shall not be limited to, the following:

- (i) Maintaining a standard set of accounts, which includes a clear record of all receipts and disbursements of grant funds;
- (ii) Disburse grant funds as appropriate;
- (iii) Maintain segregation of duties for handling funds;
- (iv) Establish an inventory system for equipment and other assets purchased with grant funds and maintain records for items that are purchased, produced or distributed through grant activities; and
- (v) Ensure that all grant activities, including the conversion of funds, comply with local laws.

The Club must maintain separate dedicated bank accounts to be used for receiving and disbursing grant funds, if required by the District. If required (currently for Global Grants only), a separate account must be established. Each bank account must have a minimum of two Club member signatures and must be maintained in a low or non-interest-bearing account. Any interest earned on any grant bank accounts must be used for eligible, approved grant activities or returned to the Rotary Foundation. The name on each separate grant account must clearly designate the grant for which the funds are intended to be used. The funds shall only be placed in bank accounts and not in other investment accounts, including but not limited to mutual funds, certificates of deposit, bonds, stocks. All bank statements and supporting receipts and documents must be available for review by the Rotary Foundation. The Club shall maintain a written plan for transfer and custody of the bank accounts in the event of a change of signatories on those accounts. The Club must adhere to all Rotary Foundation reporting requirements and must adhere to the District's requirements for reporting on District grant funds.

The Club must establish and maintain appropriate record keeping systems to preserve important documents related to qualification and disbursement of Rotary Foundation grants. The record keeping which must be maintained shall include but not be limited to bank information, Club qualification documents, including signed memorandum of understanding agreements, a financial management plan, procedures for storing documents and archiving information and succession plans for bank account signatories and retention of information and documentation.

All Club records must be accessible and available to all Club members and available to the District at request. All records must be maintained for at least five (5) years or longer if required by local laws.

The Club must report any potential or actual misuse or mismanagement of grant funds to the District immediately upon discovery.

#### **Article 15 Dues and Fees**

The Board shall establish all Club fees and dues with a 2/3 majority of the Board. These fees and dues include but are not limited to membership application fees, Club dues, Foundation commitments, Individual Member meal fees, member ala carte meal fees, and guest ala carte meal fees. The Board may pass on directly to the members any Rotary International or District dues increase without a 2/3 majority vote.

#### **Article 16 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 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 notice of such proposed amendment shall have been mailed to each member at least seven (7) 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.