**BYLAWS OF THE ROTARY CLUB OF**

**PACIFIC NORTHWEST PASSPORT (D5050) ROTARY CLUB**

**ARTICLE 1 - DEFINITIONS**

1. Board: The club's Board of Directors

2. Director: A member of the club's Board of Directors

3. Member: A Member of the club, other than an Honorary Member

4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's Members for club decisions and a majority of the Directors for Board decisions

5. RI: Rotary International

6. Year: The 12-month period that begins on 1 July

**ARTICLE 2 - BOARD**

The governing body of this club is its Board of Directors, consisting of, at a minimum, the President, Immediate Past President, President-Elect, Secretary, Treasurer, Engagement Committee Chair and Services Chair, who shall also serve as Officers of the club.

**ARTICLE 3 - ELECTIONS AND TERMS OF OFFICE**

Section 1 - One month before elections, Members may nominate candidates for President-Elect, Secretary, Treasurer, Engagement Committee Chair, Services Chair, and any open Director positions. The nominations may be presented by a nominating committee, by Members from the floor, or both.

Section 2 - The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 - The current President-Elect shall become the President. In the event that the current President-Elect is unable or unwilling to assume the office of President, then the Members may elect a qualified Member to serve as President.

Section 4 - If any Officer or Board Member vacates his or her position, the remaining Board Members may appoint a replacement.

Section 5 - If any Officer-elect or Director-elect vacates a position, the remaining members of the Board-elect may appoint a replacement.

Section 6 - The terms of office for each position are one year, except in the case of the President-Elect who shall serve the following year as President.

**ARTICLE 4 - DUTIES OF THE OFFICERS**

Section 1 - The President presides at club and Board meetings.

Section 2 - The Immediate Past-President serves as a director on the club board.

Section 3 - The President-Elect prepares for his or her year in office and serves as a Director.

Section 4 – The President-Elect or Past-President shall preside at club and Board meetings when the President is absent. If neither are present then any Board Member may preside.

Section 5 - A Director attends club and Board meetings.

Section 6 - The Secretary keeps membership records.

Section 7 - The Treasurer oversees all funds and provides an annual accounting of them.

**ARTICLE 5 - MEETINGS**

Section 1 - An annual meeting of this club is held no later than 31 December to elect the Officers and Directors who will serve for the next Rotary year.

Section 2 - This club will hold in-person meetings as determined by the Board. It is anticipated that at least one in-person meeting will be held each month. Reasonable notice of meetings and any change or cancellation of meetings will be given to all Members.

Section 3 - Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the President or upon the request of two Directors.

**ARTICLE 6 - DUES**

Annual club dues are set annually by the Board. The dues are payable no later than July 1 of each year. Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, District per capita dues, club fees, and any other Rotary or District per capita assessment.

**ARTICLE 7 - METHOD OF VOTING**

The business of this club is conducted by vote, which may be conducted at an in-person meeting or by electronic ballot, including email or survey software.

**ARTICLE 8 - COMMITTEES**

Section 1 - Club committees coordinate their efforts to achieve the club's annual and long-term goals. Each club should have the committees listed in article 13, section 6, of the Club Constitution.

Section 2 - The President is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3 - Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

**ARTICLE 9 - FINANCES**

Section 1 - Before each fiscal year starts, the Board prepares an annual budget of estimated income and expenditures.

Section 2 - The Treasurer deposits club funds in a financial institution or institutions designated by the Board, divided into two accounts: one for club operations and one for service projects.

Section 3 - Bills are paid by the Treasurer or another authorized officer and approved by two Officers or Directors.

Section 4 - A qualified person (such as a CPA) conducts a thorough annual review of all financial transactions.

Section 5 - Club members will receive an annual financial statement of the club for the immediate previous fiscal year.

Section 6 - The fiscal year is from 1 July to 30 June.

**ARTICLE 10 - METHOD OF ELECTING MEMBERS**

Section 1 - A Member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members.

Section 2 - The Board shall arrange for one or more Members to meet with the candidate and provide a report of that meeting to the Board. The Board will circulate the name of the applicant to the club Members and invite the Members to send any comments about the applicant to the Board.

Section 2 - The Board shall approve or reject the candidate's membership, and notify the candidate and 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.

**ARTICLE 11 - AMENDMENTS**

These Bylaws may be amended at any regular club meeting. Changing the club Bylaws requires sending written notice to each Member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these Bylaws must be consistent with the club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.