

Bylaws of the 380 Satellite Rotary Club

Adopted August 31, 2018

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: An active or exempt member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month club and fiscal period that begins on 1 July.
6. In Writing: Physical paper documentation, facsimile, or email communication.

Article 2
Board

The governing body of this Club shall be elected in accordance with Article 3, section 1, of these bylaws and shall consists of up to seventeen members including Chair, Chair Elect/Vice-Chair, Secretary, Treasurer, and Sergeant at Arms, (collectively "Club Officers"), as well as the Leadership Council Chair, Public Relations Committee Chair, Rotary Foundation Committee Chair, Community Service Committee Chair, Membership Committee Chair, Club Administration Committee Chair, and International Committee Chair (collectively "Committee Chairs"), and a minimum of three (3) and no more than five (5) Members-At-Large. Board will select Club CPA and Club Legal Counsel in an advisory and/or ex officio capacity.

The initial Leadership Council will consist of the Club Founders and the Past Presidents of other related clubs who were Charter Members of the Club when it was founded so long as they remain as an active, senior active or honorary member of the Club. Thereafter, each Chair, upon taking office, shall be added to the Leadership Council so long as the Chair remains an active, senior active, or honorary member of the Club. The Leadership Council will serve as the Nominating Committee for Club Officers. Committee Chairs for each successive year shall be appointed by the Chair Elect and the Club Officers and Directors will be elected by the membership. The Leadership Council shall serve as the Trustees of the 380 Satellite Rotary Club Foundation and the Board shall serve as the Board for the 380 Satellite Rotary Club Charities. The Leadership Council may be called upon to serve as a resource for long range planning for the Club and for special projects as needed.

The Leadership Council, by majority vote of its members, shall select a Committee Chair each year to serve as member of the Board.

Article 3

Election of Directors and Officers

Section 1 – At the first regular meeting in November, the Leadership Council shall meet to determine nominations for Club Officers. The nominations duly made shall be placed on a ballot in alphabetical order under each office and approval of the slate of candidates offered by the Leadership Council shall be voted on at the annual meeting in December by a majority of the membership. The candidate for Chair elected in such balloting shall be the Chair-Elect and shall assume the office of the Chair on the first day of July next following the election. The Vice-Chair, upon seating of the Chair on the first day of July next following the election, shall become the Chair Elect for year thereafter. Both the Chair elect and the Vice Chair shall have served at least one year on the Board prior to being seated in such position.

Section 2 – The Chair Elect, in conjunction with the Leadership Council, shall determine the Committee Chairs that will be seated upon the Chair Elect assuming the office of Chair. Chair Elect shall have the final say as to the placement of each of the Committee Chairs. The Committee Chairs shall be submitted to the membership at the annual meeting in December.

Section 3 – At the November meeting of the Leadership Council in which Club Officers are nominated, the Leadership Council may, at its option, select up to two (2) Members-at-Large in good standing to serve on the Board. Three Members-at-Large shall be nominated by the general membership at the November meeting and shall be voted on at the annual meeting in December. Members may self-nominate. At the annual meeting in December each candidate nominated by the general membership and in good standing shall be placed on a ballot in alphabetical order and each member in good standing shall be allowed to vote for three (3) of the candidates on the ballot. The three (3) candidates that garner the most votes shall be elected as the Members-at-Large and shall be seated on the Board the first day of July next following the election.

Section 4 – The Club Officers, Committee Chairs and Members-at-Large shall constitute the Board beginning on the first day of July next following the election.

Section 5 – A vacancy in the Board of any non-Club Officer shall be filled by action of the remaining members of the Board upon a majority vote of the Board.

Section 6 – A vacancy in the Board of any Club Officer shall be filled by a subsequent action of the Leadership Council by a majority vote of the Leadership Council.

Section 7 – A vacancy in the position of an officer-elect shall be filled by a subsequent action of the Leadership Council by a majority vote of the Leadership Council.

Section 8 – A Club Officer, Committee Chair or Member-at-Large may be removed from their position upon the vote of a super majority (66%) of the Board. Upon such removal such position will be filled, depending on the position, as set out in Article 3, Sections 5, 6, and 7 immediately above.

Article 4 **Duties of Officers**

Section 1 – Chair. It shall be the duty of the Chair to preside at meetings of the Club and the Board to perform other duties as ordinarily pertains to the office of the Chair. The Chair will vote only when there is a tie among the Board. The Chair shall be responsible for filing or causing to be filed, the federal tax return for the year of their Chair. The Chair (or designee) will send out notices of club, board and Committee meetings.

Section 2 – Immediate Past Chair. It shall be the duty of the immediate Past Chair to serve as a Director and to perform such other duties as may be prescribed by the Chair or the Board. The Immediate Past Chair generates and distributes the weekly meeting bulletin and coordinate the program schedule for weekly meetings.

Section 3 – Chair-Elect. It shall be the duty of the Chair-Elect to preside at meetings of the Board and the Club in the absence of the Chair, to serve as a member of the Board and to perform such other duties as may be prescribed by the Chair or the Board. To generate and distribute the weekly meeting bulletin. To coordinate the program schedule for weekly meetings, and fill Committee members vacancies during the club year and appoint Committee members and Committee chairs for the upcoming year.

Section 4 – Vice-Chair. It shall be the duty of the Vice-Chair to serve as a member of the Board and to perform such other duties as may be prescribed by the Chair or the Board. It shall be the duty of the Vice-Chair to preside at meetings of the Board and the Club in the absence of the Chair, to serve as a member of the Board and to perform such other duties as may be prescribed by the Chair or the Board. To generate and distribute the weekly meeting bulletin. To coordinate the program schedule for weekly meetings, and fill Committee members vacancies during the club year and appoint Committee members and Committee chairs for the upcoming year.

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 1st of January and 1st of July of each year, including 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; 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 6 – Treasurer. The functions of the Treasurer shall be consistent and in accordance with the guidelines established in the RI Club Treasurer Manual. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Club in regular monthly reports and at any other time upon request by the Board and to perform other duties as it pertains to the office of the Treasurer or as may be directed by the Chair or the Board. Upon retirement from office, the Treasurer shall turn over the incoming Treasurer or to the Chair all funds, books of accounts, or any other Club property.

Section 7 – 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 Chair or the Board. The sergeant at arms sets up the venue before the meeting starts and checks that everything is in order before other board members arrive and organize equipment. If new members are attending their first meeting, the sergeant at arms greets them and briefs them on protocol and procedures; and welcomes any guests. The sergeant administers sign-in documentation, ensures that the meeting starts on time. During meetings, the sergeant at arms keeps order. If other board members or meeting attendees are disruptive, the sergeant may warn them and, in extreme cases, eject them from the meeting.

The role may involve some administrative tasks such as collecting ballots, tallying votes and recording attendance.

Section 8 – Club Legal Counsel. The duties of the Club Legal Counsel shall be such duties as are generally prescribed for such office and will specifically include the review and approval of any contract to be entered into by the club obligating the club to an expenditure in excess of \$1,500.00.

Section 9 – Club CPA. The duties of the Club CPA shall be such duties as are generally prescribed for such office and will specifically include the review and approval of any and all forms filed with the Internal Revenue Service of the United States.

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 Club Officers, Committee Chairs and Members-at-Large, to serve for the ensuing year, shall take place.

Section 2 – The regular weekly meetings of this Club shall be held each Friday 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 Article 8, Sections 3 and 4 of 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 attendee must be evidenced by the member's being present for at least sixty (60) 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. Members are acknowledged as present if viewing during 'live' video broadcast.

Section 3 – Two thirds of the membership shall constitute a quorum at the annual and regular meetings of the Club. Members are acknowledged as present if viewing during 'live' video broadcast.

Section 4 – Regular meetings of the Board shall be held on the first Friday of each month. Special meetings of the Board shall be called by the Chair, whenever deemed necessary, or upon the request of two (2) Board Members, due notice having been given.

Section 5 – A majority of the Directors shall constitute a quorum of the Board. Directors are acknowledged as present if viewing during 'live' video broadcast.

Section 6 – Opportunities for meeting make-ups include:

1. Attending a meeting of another club
2. Viewing an online club meeting during a 'live' video broadcast. Members are acknowledged as present if they confirm on video broadcast feed that they're in attendance.
3. Attending 380 Rotary Club special called meetings and events, including:
 - a. Regularly scheduled Board Meetings
 - b. Rotary Committee Meetings
 - c. 380 Rotaract meetings and events
 - d. 380 Rotary fundraisers
 - e. Inter-club meetings
 - f. Interact meetings and events
 - g. Other club events as announced by the club
 - h. RI or District Events
4. Attending or participating in a Rotary sponsored community event including:
 - a. Community fundraiser
 - b. Important community meetings
 - c. Other community events requested by club membership no later than two weeks after the event in writing and approved by the Board of Directors.
5. Members are responsible for emailing a completed Request for Make-Up form to the Secretary within two weeks of the requested event. Completed forms will be evaluated by the Board of Directors with notification of their decision communicated to applying member.

Article 6
Fees and Dues

Section 1 – The admission fee shall be thirty-five dollars (\$35.00) to be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be eighty dollars (\$80.00) per quarter, payable on the first day of January, April, July, and October. A portion of each quarterly payment shall be applied to each member's subscription to the RI official magazine. The membership dues include Rotary International and District dues.

Article 7
Method of Voting

The business of this club shall be transacted by *viva voce* (*vocal assent*) 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. In any proceeding in which voting by members is called for, each membership account in good standing shall be entitled to cast one vote. This will take place in person or by electronic mail. The Chair reserves the right for a standing vote when the *viva voce* vote is in question.

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 Chair-Elect, Chair, immediate past Chair and Leadership Council should work together to ensure continuity of leadership and succession planning. When feasible, Committee members should be appointed to the same Committee for two years to ensure consistency. Except for the Leadership Council, the President-elect is responsible for appointing Committee Chairs and conducting planning meetings prior to the start of their year in office. It is recommended that the Chair have previous experience as a member of the Committee. Standing Committees should be appointed as follows:

Membership: This Committee should develop and implement a comprehensive plan for recruitment and retention of members.

Club Administration: This Committee should conduct activities associated with the effective operation of the Club.

- A. Club History Committee: collects and chronicles the significant events in the life of the Rotary Club and commits these events to documents that can be used during member orientation and club meetings.
- B. Rotaract: serves as advisors to the Rotaract chapter.
- C. Interact: Committee's goal is to start an Interact club and act as advisors to the chapter.
- D. Special Events: stays up-to-date on community special events throughout the region and informs the club on events that may warrant Rotary involvement.
- E. Audit Committee: either performs or bids out annual financial audit and oversees the process.

Community Service: 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.

Public Relations: This Committee is responsible for increasing the public image and awareness of the Club in the community and also to educate the Club members of the activities and avenues of service of the Club.

- A. Communications/Publicity: develops and implements plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- B. Electronic Media: maintains electronic media and keeps it up to date for membership and prospects.

International: This Committee encompasses actions taken to expand Rotary's humanitarian reach around the globe and to promote world understanding and peace.

Leadership: The Leadership Council shall carry out the specific duties set out in these bylaws, including the selection of the Chair, Chair-Elect, and other Officers.

Additional ad hoc Committees may be appointed as needed.

- The Chair shall be an ex officio member of all Committees and, as such, shall have all the privileges of membership thereon.
- 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 Chair 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 a majority of the Board.
- 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.

The duties of all Committees shall be established and reviewed by the Chair for his or her year. In declaring the duties of each, the Chair shall make reference to appropriate RI materials and the Avenues of Service. Each Committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year of implementation during the course of the year. It shall be the primary responsibility of the Chair-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 10
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 no longer than a six month period of time. The member remains responsible for dues during such leave. (Note: Such leave of absence does 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 regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of Article 8, sections 3 and 4 of the standard Rotary club constitution is not commuted in the attendance record of the club).

Article 11
Finances

Section 1 – Prior to the beginning of each fiscal year, the Board shall prepare a budget 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: 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 or credit union designated by the Board.

Section 3 – All bills shall be paid from the general account; signed by one Club Officer. All disbursements from the Club accounts shall require one signature by an authorized signatory. The Club Officers designated for check signing are the Chair, Chair-Elect, Vice-Chair, and Secretary. It shall be the responsibility of the Treasurer to maintain custody and control of each of the Club accounts and checkbooks and to prepare each check that is subsequently signed by an authorized signatory.

Section 4 – All donations and/or gifts awarded by the Club shall be evaluated and recommended by the Community Service Committee and approved by the Board. Preference will be given to 501©(3) qualified entities.

Section 5 – A minimum of five percent (5%) of the net income derived from the Club's fund raising event(s) shall be budgeted for and paid into the 380 Rotary Foundation account. The board shall have, in its sole judgement, the absolute discretion to increase the amount paid in the Foundation account in any given year.

Section 6 – A thorough review of all financial transactions shall be conducted each year by a Committee appointed by the Chair.

Section 7 – The fiscal year of this Club shall extend from 1st of July to 30th of June, and for the collection of members' dues shall be divided four quarterly periods. The payment of per capita dues and RI official magazine subscriptions shall be made on 1st of July and 1st of January of each year on the basis of the membership of the Club on those dates.

Section 8 – All monies raised through Club events are primarily to be used for donations and gifts pursuant to Article 11, Section 4. However, at the discretion of the Board, such monies may be allocated to the operations account if needed.

Article 12

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 or Membership Committee Chair. The proposal 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 30 days of its submission to the Board, and shall notify the prospective member, through the Club Secretary or Membership Chair, 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 (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the Chair shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the Chair or Secretary will report the new member information to RI and the Chair 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.

Section 8 – Members may be removed from the Club in accordance with the Rotary International Guidelines for such removal.

Article 13 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 14
Order of Business

- Meeting called to order.
- Invocation
- Pledge
- Introduction of Visitors and Special Guests
- Happy Jar
- Vocational Minute
- Rotary Minute
- Rotary Announcements, Committee reports if necessary, and sharing of relevant outside communications.
- Old and Unfinished Business
- Any new business
- Address or other Program Features
- Four Way Test.
- Benediction
- Adjournment.

Article 15
Fund-Raisers

The Board of Directors shall designate by majority vote at least one (1) fund-raising event each year that may require the participation of all club members. Participation may be in the form of selling tickets for the designated fund-raiser. When said fund-raiser is designated by the Board of Directors, the Board shall also specify the ticket price and the number of tickets each member is encouraged to sell. Members are encouraged to participate in other club fund-raising efforts throughout the year.

Article 16
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.

These bylaws have been approved by vote of the majority of the members as required herein effective as of the 31st day of August, 2018.



Chair, Sina Tidwell



Secretary, Kerry Jordan