

Bylaws of **District 5950 Rotary Club to End Human Trafficking**

(Also known as *The Rotary Club to End Human Trafficking*)

Rotary ID number: **90933**

Article 1 Definitions

Board: The Board of Directors of this Club.

Club: The Rotary Club to End Human Trafficking

Committee: A logical area of service required by the Club to conduct Club operations and to otherwise remain consistent with the structure, goals and objectives of Rotary International.

Committee Chair: A Club Member elected by the Board to oversee a Committee.

Director: A member of this Club's Board of Directors.

District: Rotary International District 5950 (Sponsoring District)

Foundation: Rotary International Foundation/Paul Harris Fund

Member: Individuals who have been approved by the board, stay current with their dues and support club priorities by giving of their time and money.

Executive Officers: President, President-Elect, Secretary, Treasurer, Membership Chair, and Immediate Past President/RI Foundation chair.

Officers: Committee chairs

RI: Rotary International.

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

Article 2 Purpose

As of November 2, 2021 the Club decided to operate as a 501C(4) with the purpose of ending the humanitarian crisis of human trafficking by engaging partners and local communities through the advancement of non-sectarian and non-partisan education and advocacy, in support of the defense of human rights secured by law.

Article 3 Board of Directors

The governing body of this Club shall be the Board of Directors consisting of 5 Officers of this Club, namely, the President, Vice-President/President-Elect, Secretary, Treasurer, and immediate Past President/Foundation liaison. At the discretion of the Board, additional Directors may be elected.

Article 4 Election of Directors and Officers

Section 1 – Nominations: one month before election of Directors and Officers, the President shall ask for nominations by Members of the Club for Secretary, Treasurer, and any other Director positions approved by the Board as being open for election. The Officer positions are a 4-year commitment, with the progression of positions from President Nominee, to Vice President/President Elect, to President and to immediate Past President/Foundation liaison with each office being held for one year. The Treasurer will be approved for 3 years. The remaining Director positions are a 1-year commitment unless otherwise authorized by the Board. The Board will elect the Committee Chairs.

Section 2 – Elections: The candidates receiving a majority of the votes at the annual Club meeting shall be declared elected to their respective offices effective as of the following July 1.

Section 3 – Vacancies: If any Officer or Director vacates his or her position, the remaining Directors will appoint a replacement to serve until the next annual election.

Section 4 – Elect Vacancies: A vacancy in the position of any Officer-Elect or Director-Elect shall be filled by action of the remaining Directors-elect.

Section 5 – Term: The term of office for the President, Vice-President, Secretary, and immediate Past President/Foundation liaison is one year unless otherwise authorized by the Board. The term of office for the Treasurer is three years.

Article 5 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 ordinarily pertaining to the office of President. The President will also serve as the Chair of the Club Foundation/non-profit board.

Section 2 – *Vice President/President-Elect.* It shall be the duty of the Vice President/President-Elect to prepare for his or her year in office and to preside at meetings of the Club and the Board in the absence of the President and to perform other duties ordinarily pertaining to the office of Vice-President.

Section 3 – *Immediate Past President/Foundation Liaison.* It shall be the duty of the Immediate Past President/Foundation Liaison to manage District relations and to serve as the Club liaison to the Foundation.

Section 4 – *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, and perform other duties ordinarily pertaining to the office of Secretary.

Section 5 – *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 ordinarily pertaining to the office of Treasurer.

Article 6 Meetings

Section 1 – *Annual Meeting.* An annual meeting of this Club shall be held each year during the month of April, at which time the election of Officers and Directors to serve for the upcoming year shall take place. One-third of the membership shall constitute a quorum at the annual meetings of this Club.

Section 2 – This club is an e-club and as such, regular meetings shall be held electronically using video meeting tools such as Zoom, Microsoft Teams or others identified by Club leadership. Meetings will be held at least twice a month. Specific meeting times will be determined by the Board.

Section 3 – Reasonable notice of any change or cancelation of meetings shall be provided electronically to all members of the Club.

Section 4 – Regular meetings of the Board shall be held monthly. 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. A majority of the Directors shall constitute a quorum of the Board.

Section 5 – The Club may determine to form a Satellite Club to hold regular meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the Club's regular meetings. This Satellite Club will be governed according to the standard Rotary club Constitution, article 14, Section 6.

Article 7 Membership

Section 1- The Board will establish membership categories that reflect the strategic priorities of the club and will assess the categories on a regular basis.

Section 2- Membership categories include:

- Individual Member.
- Organizational membership. This membership requires that the organization name one primary representative who will be considered "the member" for RI and District assessments. Dues will be assigned to this member with the understanding that the organization will cover the costs. Subsequent members from that organization can join and pay a lesser dues amount, as determined by the board.
- Honorary member. This member is not required to pay dues and has no voting rights.

Article 8 Fees and Dues

Section 1 – The admission fee shall be determined by a majority vote of the Board. Transferring or former members, Rotary alumni, or others as determined by the Board will not be required to pay the admission fee.

Section 2 – The membership dues shall be determined by a majority vote of the Board, with the understanding that a portion of the dues shall be applied to Rotary International and District per capita dues, Club fees, each member's subscription to the RI official magazine, and any other Rotary or District per capita assessment.

Article 9 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 electronically through the Membership Committee Chair. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The Board shall ensure that the proposal meets all membership requirements of the standard Rotary club constitution.

Section 3 – The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Chair of the Membership Committee, of its decision.

Section 4 – If the decision of the Board is favorable, the prospective member shall be invited to join the Club, informed of the purposes of Rotary and of the privileges and responsibilities of membership.

Article 10 Leave of Absence for Members

Upon written application to the Board, setting forth good and sufficient cause, leave of absences may be granted by the Board excusing a Member from attending the meetings of the Club for a specified length of time. Those on leave are still expected to pay dues in full.

Article 11 Method of Voting

The business of this Club shall be transacted electronically. Election of Officers, Committee Chairs and Directors shall be by electronic ballot. The Board may also vote on actions electronically.

Article 12 Committees

Club committees are charged with carrying out the annual and long-range goals of the Club based on the Rotary International Avenues of Service defined as:

- Peace and conflict prevention/resolution
- Disease prevention and treatment
- Water and sanitation
- Maternal and child health
- Basic education and literacy
- Economic and community development

Committee chairs shall periodically report to the Board on committee activities.

Article 13 Duties of Committees

The duties of all Committees shall be established and reviewed by the President each year. The President shall be ex officio a member of all Committees and, as such, shall have all the privileges of membership thereon.

Article 14 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.

Section 2 – The Treasurer shall deposit all Club funds in a bank chosen by the Board. The Club funds shall be accounted for based on standard Club operations and various Committees and service projects.

Section 3 – All bills shall be paid by the Treasurer or other authorized Officer only when approved or reviewed by at least one other Officer or Director.

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

Section 5 – The fiscal year of this Club shall extend from 1 July to 30 June.

Section 6 – An audit committee will be appointed by the board and will elect its chair from among its members. The committee will consist of at least 3 members with the current Treasurer being one and 2 members not being from the board. At least one person on the audit committee must have knowledge and skills in finance. The committee will:

1. Conduct a thorough annual review of all financial transactions for the club.
2. Ensure that proper financial management practices are in place and adequate systems of internal controls are being used.
1. Review all financial reports.
2. Monitor compliance with laws and regulations.
3. Review form 990 that is filed with the IRS.

Section 7 – The club will operate as a 501(C)(4) - adopted November 2, 2021.

Article 15 Amendments

These bylaws shall be reviewed by the Board annually.

These bylaws may be amended at any regular Club meeting at which a quorum is present, by a two-thirds vote of all Members present, provided that notice of such proposed amendment has been e-mailed 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, with the RI Constitution and Bylaws, and the Rotary Code of Policies.

*Adopted July 2, 2020
Amended and approved July 1, 2021
Amended and approved August 5, 2021
Amended and approved October 14, 2021
Amended and approved November 2, 2021 (501C4 addition)*