

Bylaws of the Rotary Club of SW Pacific County Peninsula, WA

DRAFT Revised July 3, 2021

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Article 1 Definitions

- 1. Board:** The Board of Directors of this club.
- 2. Director:** A Director on this club's board.
- 3. Member:** A member, other than an honorary member, of this club.
- 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 simple majority of the Directors for Club Board decisions.
- 5. RI:** Rotary International.
- 6. Year:** The 12-month period beginning 1 July.
- 7. Meeting:** A gathering of club members as a whole, or in smaller groups which happens in person, by digital conference, email, or any other means.

Article 2 Board

Section 1 — The governing body of this club is its Board of Directors, 5 Officers and a minimum of 3, to a maximum of 7 Directors. Officers consist of the President, Immediate Past-President, President-Elect, (or President-Elect Nominee, if no successor has been elected), Secretary, and Treasurer. The governing body of this club shall be elected in accordance with Article 3, Section 1 of these bylaws.

Section 2 — The President-Elect Nominee will hold one of the Director positions. The remaining Director positions will be filled by members of the club.

Article 3 Elections and Terms of Office

Section 1 — A nominating committee will be formed by 31 January, the President Elect will chair the committee. The committee will be composed of the President Elect and up to three non-Board Members. The committee will solicit nominations from interested members within the club.

Section 2 — Members may nominate candidates for President, President-Elect, President-Elect Nominee, Secretary, Treasurer, and any open Director positions. The nominations may be presented by the nominating committee, by members from the floor, or both.

Section 3 — A candidate receiving a simple majority of the votes for each office will be declared elected to that office.

Section 4 — If any Officer, Officer-Elect, Director, or Director-Elect vacates a position, the remaining members of the Board-elect will appoint a replacement until the next regular election.

Section 6 — Each Officer and Director shall serve a term of 1 year.

Section 7 — The term of office for a club President is specified as one year in the Rotary Club Constitution. When a successor is not elected, the current President's term may be extended for up to one year.

Article 4 Duties of the Officers

- Section 1** — Detailed roles and responsibilities of club Officers are described in detail in Rotary club leader manuals.
- Section 1** — The President presides at Club and Board meetings. The President attends PETS while President-Elect and uses the information gained to lead the Club and Board during the presidential year.
- Section 2** — The Immediate Past-President serves as an Officer on the Club Board.
- Section 3** — The President-Elect prepares for their year in office and serves as an Officer. The President-Elect is responsible for preparing a budget for the year in which they take office. This budget will be presented at the first Board Meeting of their year as President.
- Section 4** — The President-Elect presides at Club and Board Meetings when the President is absent.
- Section 5** — A Director attends a minimum of 45 Club and 11 Board Meetings annually.
- Section 6** — The Secretary keeps membership and attendance records, records and preserves the minutes of all Board Meetings, posts relevant documents in a designated central location for members to access, ensures all relevant reports are filed with Rotary International, District 5100, and governmental agencies in a timely manner.
- Section 7** — The Treasurer oversees all funds and provides an accounting of them and reports to the club semi-annually in accordance with the Club Constitution. The Treasurer reports monthly to the Board, including a Balance Sheet, Year-to-Date Actual Income and Expense report, and copies of all Bank Statements. The Treasurer also provides a monthly budget status report and reconciles all accounts on a monthly basis.
- Section 8** — The Sergeant-at-Arms maintains order in club and Board Meetings.

Article 5 Meetings

- Section 1** — This club meets on Tuesdays at 5:30 p.m. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.
- Section 2** — Board meetings are held the first Monday of each month except when conflicted by a holiday, at which times the meeting will occur the second Monday. General Board Meetings are open to all members. Special meetings of the Board are called with reasonable notice by the President or upon the request of two Directors. A simple majority of the Board shall constitute a quorum.
- Section 3** — An Executive Committee, composed of the President, President-Elect, Past-President, Secretary, and Treasurer, may call a closed executive session at their discretion which is not open to all members. Additional Board members may, or may not, be included. The purpose of such sessions shall be to determine if an issue requires action according to the test set forth in Section 6.
- Section 4** — The Executive Committee is empowered by the Board to take action without full Board approval. Such actions must pass two or more of the following tests:
- A. Timeliness. The issue needs to be addressed before the next regular Board meeting
 - B. Privacy. The issue is sensitive and those involved are better served by limiting the number of people having the details.
 - C. Prudence. The issue is deemed necessary and prudent to the function and well-being of the club as a whole.

Section 5 — Actions taken in executive session must be reported to the full Board in a special meeting or by the next regular Board meeting.

Section 6 — At their July Meeting, the Board shall elect a member of the club to serve as Sergeant-at-Arms.

Section 7 — An Annual Meeting of this club is held no later than 31 March to elect the Officers and Directors who will serve for the next Rotary year.

Section 8 — A mid-year meeting of this club is held no later than 31 December to elect the President Elect Nominee who will serve for the next Rotary year.

Article 6 Dues & Fees

Section 1 — Annual Club Dues are presented to all members at the Annual Meeting, Annual Club Dues include RI per capita dues, subscription to the official RI magazine, District per capita dues, club fees, and any other RI or District per capita assessment.

Section 2 — Annual billing will also include an assessment for a year-end Installation of Officers dinner event.

Section 3 — New members are assessed a one-time admission fee, as set by the Board.

Article 7 Method of Voting

Section 1 — The business of this club will be conducted by voice vote or a show of hands.

Section 2 — The election of Officers and Directors, will be conducted by paper ballot at a designated club meeting. Ballots may also be submitted by mail with envelope identifying “ballot” to the Past President and Secretary prior to the designated club meeting date. The Past-President and Secretary may choose to present the ballot using a digital, secure voting system which maintains voter anonymity.

Section 2 — The Board may provide a ballot for a vote by Club members on some resolutions. All ballots will be collected, opened, and tabulated under the dual custody of the Past-President and Secretary.

Article 8 Committees

Section 1 — Club committees are charged with carrying out the annual and long-range goals of the club based on the 4 Avenues of Service.

Section 2 — The President-Elect, President and Immediate Past-President will 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.

Section 3 — 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 should be appointed as follows:

- A. **Membership.** This committee should develop and implement a comprehensive plan for the recruitment, education, retention, and fellowship of members.
- B. **Public Image.** 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.

- C. **Administration.** This committee should conduct activities associated with the effective operation of the club.
- D. **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.
- E. **The Rotary Foundation (TRF).** This committee should develop and implement plans to support TRF through both financial contributions and program participation. The committee reports to the Board and membership on the Annual Giving and Polio Plus and meeting of club goals.
- F. **Additional ad hoc committees** may be appointed as needed.

Section 4 —Duties of the committees:

- A. The President shall be a member ex officio of all committees and, as such, shall have all the privileges of membership therein.
- 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 provide regular and final project reports to the Board on all committee activities.

Article 9 Finances

Section 1 — Before 30 June the Board prepares an annual budget of estimated income and expenditures for the following year.

Section 2 — The Treasurer deposits club funds in a financial institution or institutions as designated by the Board.

Section 3 — Bills are paid by the Treasurer, or another authorized Officer, and submitted to the President or President's designee for approval.

Section 4 — Before 1 September, the Treasurer, prior year's Treasurer, and an additional qualified person appointed by the President, will conduct a thorough review of all financial transactions from the previous year.

Section 5 — Club members will receive an annual financial report, with current and previous year income and expenses, presented at the Annual Meeting.

Section 6 — The fiscal year is from 1 July through 30 June.

Article 10 Method of Electing Members

Section 1 — The method of electing new members is designed to protect proposed members until the club has qualified them for membership:

1. A member proposes a candidate for membership to the Membership Committee using a form designed for this purpose. This form is then shared with the Board.
2. Rotarians requesting membership, upon club approval, will present a "Confirmation of Former Rotary Club Membership and Good Financial Standing" form (available through rotary.org).
3. The Board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

4. If the Board approves the candidate's membership, the prospective member's name is presented to the club membership. If no objections to the candidate are received within 7 days, then the candidate is invited to join the club.
5. If any objection is filed, the Board shall vote on this matter at the next regular meeting. If approved despite the objection, the proposed member shall be invited to join the club, and becomes a Rotarian upon acceptance and payment of initial invoice.

Article 11 Amendments

Section 1 — Any member may initiate changes to these bylaws.

Section 2 — These Bylaws may be amended at any time through use of the following procedure:

- A. A club member initiates, in writing, proposed amendment or amendments to these bylaws, which is delivered to the club President.
- B. A notice setting forth the proposed amendment or amendments with an explanation thereof and any known objections is made available to all club members, announced by the President in four consecutive weekly emails and at the same week club meetings, welcoming comment.
- C. Comments received during this period are then discussed in an open forum at the next regular meeting of the Board. The date of this meeting is included in the aforementioned announcements.
- D. The Board votes to approve or deny the change(s).

Section 3 — Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, Rotary Code of Policies, and Washington State governance laws for non-profit organizations.

Article 12 Important Dates

Section 1 — The following dates are excerpted from these bylaws:

- A. A year is defined as the 12-month period beginning 1 July. (Article 1, Section 6)
- B. The fiscal year is from 1 July through 30 June. (Article 9, Section 6)
- C. This club meets on Tuesdays at 5:30 p.m. (Article 5, Section 1)
- D. Board meetings are held the first Monday of each month except when conflicted by a holiday, at which times the meeting will occur the second Monday. (Article 5, Section 2)
- E. At their July Meeting, the Board shall elect a member of the club to serve as Sergeant-at-Arms. (Article 5, Section 6)
- F. Before 1 September, a qualified person conducts a thorough review of all financial transactions from the previous year. (Article 9, Section 4)
- G. A mid-year meeting of this club is held no later than 31 December to elect the President Elect Nominee who will serve for the next Rotary year. (Article 5, Section 8)
- H. A nominating committee will be formed by 31 January, the President Elect will chair the committee. (Article 3, Section 1)
- I. An Annual Meeting of this club is held no later than 31 March to elect the Officers and Directors who will serve for the next Rotary year. (Article 5, Section 7)
- J. Annual Club Dues are presented to all members at the Annual Meeting. (Article 6, Section 1)
- K. Club members will receive an annual financial report, with current and previous year income and expenses, presented at the Annual Meeting. (Article 9, Section 5)
- L. Before 30 June the Board prepares an annual budget of estimated income and expenditures for the following year. (Article 9, Section 1)

Article 13 Dissolution

Section 1 — Upon dissolution of the club, its assets shall be distributed to the SW Pacific County Peninsula Rotary Foundation (PRF), a professional association.

Section 2 — Should PRF no longer exist, assets shall be distributed to the Pacific County Community Foundation.

Article 14 Rules of Order

Section 1 — Roberts Rules of Order Revised shall be the authority for this chapter in matters of procedure not specified above.

Article 15 Certification

A copy of these bylaws, as amended or otherwise altered to date, certified by the Secretary, will be filed in the club's files at DACdb.com and is therefore available for inspection by any club member, at all times.

By the signature below, these bylaws are hereby certified to be a complete and correct copy of the Rotary Club of SW Pacific County Peninsula, WA, duly adopted by the Board of Directors on August 2, 2021.

By: _____ Date: August 2, 2021
Eleanor Ramage, Club Secretary