

# BYLAWS OF THE ROTARY CLUB OF WASHINGTON (NOON), NORTH CAROLINA

Revised effective June 10, 2019

## Article I Election of Directors and Officers

**Section 1** — At the regular meeting immediately prior to the annual meeting for election of officers, the presiding officer shall announce the coming elections and state that nominations from the floor will be welcome. A nominating committee consisting of the president, president-elect and immediate past president shall present a slate of candidates for the offices of president-elect, secretary, treasurer and two members-at-large of the board of directors to the club at the elections meeting. Nominations shall also be solicited from the floor. If there is only one nomination for an office, or no more nominees for member-at-large of the board than there are positions to be filled, election may be by voice vote. If there are two or more nominees for an office, or more nominees for member-at-large on the board than there are positions to be filled, all nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted upon by the members. The candidate for each office receiving a majority of votes shall be declared elected. In the event that a candidate does not receive a majority, a runoff shall be held between the two candidates receiving the greatest number of votes on the first ballot.

**Section 2** — The term of office for the secretary and treasurer elected at the annual meeting shall be for one year, commencing on the first day of July next following their election. The immediate past-president shall serve as vice-president for the same one-year term. The term of office for the two members-at-large of the board of directors elected at the annual meeting shall be for two years, commencing on the first day of July next following their election. The term for a person elected to fill the unexpired term of a member-at-large who is unable to complete his or her term shall expire at the same time as the term of the member they were elected to replace. The person elected as president-elect at the annual meeting will serve ex-officio as a member of the board of directors for the year commencing on the first day of July next following his or her election as president-elect and will serve as president of the club for the year commencing on the first day of July of the year immediately thereafter.

**Section 3** — The board of directors shall consist of the officers of the club, including the president-elect, and four members-at-large of the board of directors, elected for staggered two-year terms. Subsequent to their election and prior to their taking office, the board of directors-elect shall meet and elect some member of the club to act as sergeant-at-arms, who shall also be an officer of the club.

**Section 4** — A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

**Section 5** — A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

## Article II Board of Directors

The governing body of this club shall be the board of directors, elected in accordance with Article I, Section I of these by-laws.

## Article III Duties of Officers

**Section 1** — *President.* The President serves as Chief Executive Officer of the club and chairperson of its Board of Directors. It shall be the duty of the president to ensure that the club acts in compliance with the Constitution and Bylaws of this club and of Rotary International, to preside at meetings of the club and

board, appoint chairpersons and members of committees, oversee the work of the officers and committees, and to perform such 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 member of the board of directors of the club, to plan for his or her year as president, to recruit club members to carry out this plan, and to perform such other duties as may be prescribed by the president or the board.

**Section 3 — *Vice-President.*** It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice-president.

**Section 4 — *Secretary.*** It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings and other records of the Club, make the required reports to Rotary International, the Rotary District, and the Rotary International Foundation, collect and remit to RI subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office of secretary.

**Section 5 — *Treasurer.*** It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, to conduct the financial transactions of the club, and to perform such other duties as pertain to the office of treasurer. 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.

**Section 6 — *Sergeant-at-Arms.*** The duties of the sergeant-at-arms shall be to maintain order at club meetings and to perform such other duties as may be prescribed by the president or the board.

## **Article IV Meetings**

**Section 1 —** An annual meeting of this club shall be held at a regular meeting during the month of December in each year, at which time the election of officers and directors to serve for the ensuing program year shall take place.

**Section 2 —** The regular weekly meetings of this club shall be held on Monday at 12:00 Noon. 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 by the board of directors of this club, 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, such attendance evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, or otherwise making up the meeting as provided in the Standard Rotary Club Constitution.

**Section 3 —** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club, except as provided in the RI bylaws.

**Section 4 —** Regular meetings of the board shall be held monthly at such time and place as the board shall determine. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

**Section 5 —** A majority of the board members shall constitute a quorum of the board.

**Section 6 —** In cases where immediate action by the Board is desired and it is impractical to hold a meeting in person, such action may be taken by telephone or electronic means (such as email or teleconference), provided that notice of such action is provided to the entire Board and a majority of the entire Board votes in favor of the proposal.

## **Article V Dues**

Section 1 – The membership dues shall be an amount set from time-to-time by the Board of Directors, with the understanding that \$100 of each annual payment shall be applied to a sustaining membership of the Rotary Foundation, and a portion of each annual payment shall be applied to each member's subscription to *THE ROTARIAN* magazine, as established by the magazine.

Section 2 – Dues shall be billed quarterly in advance, with statements sent as near as possible to the first day of the quarter. Dues are payable upon receipt of the statement. If dues are not paid within thirty days of the date due, a notice may be sent to the member, after which he or she will have ten days from such notice to make payment of the amount in arrears. Failure to do so within this time will be grounds for termination of membership in the Club by the Board of Directors.

Section 3 – Applicants for membership in this Club who are or have been Rotarians in the past must not be in arrears for payments to this or any other Rotary Club, and members of this Club may not resign in good standing or otherwise transfer membership to another Rotary Club without being current on all obligations to this Club. The Club secretary will contact other Rotary Clubs in which an applicant may have been a member to ensure financial good standing, and the Club will maintain records of the financial standing of terminating members of this Club for future reference by other Rotary Clubs.

Section 4 – The Board of Directors may waive the payment of dues for members whose Club duties are particularly time-consuming, including but not limited to, the President, Secretary and Treasurer. Such waiver shall not apply to the portion of the dues representing the contribution to the Rotary Foundation.

## **Article VI Method of Voting**

The business of this club shall be transacted by voice vote except the election of officers and directors, which may be by ballot as provided in Article I, Section 1. If the result of a voice vote is unclear, the matter may be decided by a show of hands.

## **Article VII Five Avenues of Service**

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

## **Article VIII Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the five 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 should be appointed as follows:

- Membership  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- 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.

- **Club Administration**  
This committee should conduct activities associated with the effective operation of the club.
- **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.
- **Rotary Foundation**  
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be ex officio a 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.

## **Article IX 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, International Service and Youth 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 X Donations and Grants**

**Section 1** – Donations and grants may be made on behalf of the Club by the Board of Directors to the Rotary International Foundation, to charitable organizations with services within the Club area, and to other entities which provide beneficial services within the Club area.

**Section 2** – Such donations and grants may be made from general Club funds, from donations to the Club, or from funds raised through Club projects and events.

**Section 3** – The Board shall ensure that donations and grants are for worthwhile objectives and that there is follow-up to ensure that the funds were spent for the purposes represented.

## **Article XI Leave of Absence**

**Section 1** – 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 a specified length of time.

**Section 2** – Members granted a leave of absence from the Club may, at the discretion of the Board, be excused from payment of a portion of the dues pertaining to meals while the member is on leave. However, the remaining portion of the dues must be paid in accordance with Article V, Section 2 of these bylaws, and the member must not be in arrears for dues from previous quarters as a condition for approval of the leave.

## **Article XII Finances**

**Section 1** — The treasurer shall deposit all funds of the club in some bank to be named by the board.

**Section 2** — All bills shall be paid only by checks signed by the treasurer. A review by a certified public accountant or other qualified persons shall be made once each year, or upon change of treasurer, of all the club's financial transactions.

**Section 3** — Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 4** — The fiscal (and program) year of this club shall extend from July 1st to June 30th, and the collection of members' dues shall be divided into four quarterly periods, beginning on July 1, October 1, January 1 and April 1 of each fiscal year.

**Section 5** — At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

## **Article XIII Method of Electing Members (For All Kinds of Membership)**

**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. The proposal for the time being 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 club constitution and these bylaws, including freedom from indebtedness to another Rotary Club.

**Section 3** — The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, 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 considered to be elected to membership.

**Section 5** — Following the election and payment of dues, the president shall arrange for the induction of the new member; the club secretary shall issue a membership certificate and shall report the new member to RI; and the Membership committee shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member.

## **Article XIV Resolutions**

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

## **Article XV Order of Business**

Meeting called to order.  
Invocation, Pledge of Allegiance and Song.  
Introduction of visitors and visiting Rotarians.  
Health and Happiness.  
Rotary and Community Information.  
Fund-raising Activity.  
Committee reports if any.  
Old or new business.  
Address or other program features.  
Adjournment with Four-way Test.

## **Article XVI Amendments**

**Section 1** — These bylaws may be amended at any regular meeting, a quorum being present, by a majority vote of all members present, provided that notice of such proposed amendment shall have been distributed in person, by mail, facsimile or e-mail to each member at least ten days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the Standard Rotary Club Constitution and with the Constitution, Bylaws and Code of Policies of RI.

**Section 2** — When changes are made by the RI Council on Legislation to the Standard Rotary Club Constitution, or the Constitution, Bylaws or Code of Policies of RI, those changes will take precedence over any provision in these bylaws not in harmony with such changes.