

2/4/2008

Bylaws of the Rotary Club of DUNEDIN

Article I Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of **fourteen (14)** members of this club, namely, the president, vice-president (**immediate past president**), president-elect (or president-nominee, if no successor has been elected) **president-elect designate**, secretary, **and** treasurer, and the sergeant-at-arms. At the discretion of the board, also added can be the **and eight (8)** directors elected in accordance with article 3, section 1 of these bylaws, and the immediate past president **four of whom shall be elected each year to serve staggered two year terms.**

Article 3 Election of Directors and Officers

Section 1 Nomination and Election–A) The president shall, during the month of October, designate a nominating committee comprised of five club members, three of which are past presidents. Such committee shall prepare a slate of officers for president, president-elect, president-elect designate, vice president (immediate past president), secretary, and treasurer; provided that the nominee for president shall be the president-elect from the previous year, that the nominee for president-elect shall be the president-elect designate from the previous year, and that the vice president shall be the president from the previous year. The committee shall also include on the slate four (4) individuals from general membership to serve two-year terms as members of the board of directors. The committee shall ascertain, before submitting slate to board, that the nominees will be willing to serve if elected.

B) The nominating committee shall present the completed slate to the board of directors no later than November 15. Board shall make the slate known to the general membership no later than the first meeting in December and shall designate a club meeting on or before the third Tuesday in December of each year for the election of officers and directors (“the annual meeting”). At this time, nominations may be made from the floor for all officers and director’s positions except the office of president, president-elect and vice president. Those elected shall assume office on July 1 next following the election. Officers shall serve for a term of one year and directors for two years.

Section 2 Voting- The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president-elect designate, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The four (4) candidates for director receiving a majority of the votes shall be declared elected as directors. The president-elect designate elected in such balloting shall serve as a member of the board as president-elect designate for the year commencing on July 1st next following the election, and shall serve as a member of the board as president-elect for the year commencing on July 1st immediately following the year of service on the board as president-elect designate, and shall assume office as president on July 1st immediately following the year of service on the board as president-elect. At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, and _____ directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The _____ candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume

office as president on 1 July immediately following that year. The president-nominee shall take the title of president-elect on 1 July in the year prior to taking office as president.

Section 3 Board Composition– The officers and directors, so elected, shall constitute the board. Within one week after their election, the board-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 4 Board Vacancy– A vacancy in the board or any office shall be filled by action of the remaining board members.

Section 5 Vacancy Prior to Service– A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining board members-elect **and confirmed by vote of the membership.**

Article 4 Duties of Officers and Directors

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 as ordinarily pertain to the office of president. **The President shall be an ex officio member of the club foundation.**

Section 2 – President-elect. It shall be the duty of the president-elect to serve as an **officer and board member director, to familiarize and become knowledgeable of the club’s current committees and functions, to act as the committee chairman for club administration** and to perform such other duties as may be prescribed by the president or the board.

Section 3 – President-elect designate. **It shall be the duty of the president-elect designate to serve as an officer and member of the board of directors of the club, to familiarize and become knowledgeable of the club’s current committees and functions, and to act as the committee chairman for community service projects and to perform such other duties as may be prescribed by the president or the board.**

Section 4 - Vice-President(Immediate Past President). It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

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 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the 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. 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, **to provide the membership an opportunity to discuss the budget at a club meeting** and to perform 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 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 president of the board.

Section 8 –Absences. **Any member of the board who misses three (3) consecutive board meetings in the Rotary year shall show reasonable cause for the absences or the board may replace them.**

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held **not later than the third Tuesday of December** of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on **Tuesday at such times as determined by the board.** 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 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 attendance 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.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Regular meetings of the board shall be held **as determined by the board.** 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.

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

Article 6 Fees and Dues

Section 1 – The admission fee shall be **as determined by the board** to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues shall be **as determined by the board**, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine **together with any other amount assessed by this club's district**.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce** vote except the **contested** election of officers and directors, which shall be by ballot. **The secretary shall supervise the preparation of the ballot for any vote and shall see that the ballots are passed out individually to each club member at a membership meeting. Any membership decision shall be by majority vote and if a majority vote cannot be obtained from those that are present at the membership meeting, then the secretary shall make arrangements and announce a meeting at which a run-off election shall take place.** The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.

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 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.
- **Club Public Relations**
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.
- **The Rotary International Foundation**
This committee should develop and implement plans to support The Rotary **International** Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be an ex officio 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.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed.)

Article 10 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, and International 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 11 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 a specified length of time.

(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 a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 12 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 **projects operations**.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate **accounts parts**: club operations and **charitable/service projects**.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

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

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into **four (4) quarterly two (2) semiannual** periods extending from 1 July to **30 September, 1 October to 31 December, 1 January to 30 March, 1 April to 30 June**. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 7 – Foundation Contribution. A member may contribute on behalf of himself or herself, a spouse, or

members of his or her immediate family, which sum will be matched dollar for dollar, if authorized by the board, from the club's Foundation Fund, and the money will be sent to Rotary International Foundation for annual giving. A member's contribution of \$500.00 (presently) together with the club's matching fund will make the member or the designee a Paul Harris Fellow. Should the members' participation exceed the matching funds available, each member's contribution shall be sent to the Foundation immediately. As further matching funds become available, these funds will be allocated to match the member's contributions by date (oldest first).

Article 13 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. 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 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 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 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 president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president 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.

Article 14 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 15 Order of Business

Order of business shall be generally as follows unless otherwise determined by the presiding officer.

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

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 mailed **or distributed** 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.