

# Bylaws of the Rotary Club of Edmonds, Washington

The Rotary Club of Edmonds (RCE) was chartered on May 2<sup>nd</sup>, 1951 by 15 charter members, with the purpose of "Service Above Self". On April 28, 1994, the Edmonds Rotary Foundation, Inc. (ERF) was created as a Washington non-profit corporation and on April 25, 2003 was recognized as a 501 (c) (3) non-profit organization. Its purpose is to support charitable activities of the RCE, directly and/or by contribution. All members of the RCE are automatically members of the ERF.

## **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: 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 13 directors, drawn from the members of this club, namely, six directors elected in accordance with article 3, section 1, of these bylaws, and the president, vice-president, president-elect, secretary, treasurer, immediate past president and the sergeant of arms. The board shall follow a manual of procedures to carry out the operations of the Club in conformance with the Constitution and Bylaws.

## **Article 3 Election of Directors and Officers**

**Section 1** - The President of the Rotary Club of Edmonds shall, by October 1st of each year, name a nominating committee from the membership, whose purpose shall be to develop a list of candidates for nomination for president, vice-president, secretary, treasurer and sergeant of arms, as officers of the club and six directors. The six directors will serve as committee chairs as set forth in Article 9. At the first three regular meetings in November, nominees selected by the nominating committee shall be announced. Nominations from the floor will also be accepted at each meeting at which the nomination committee nominees are announced and upon receiving a second, will be placed on the ballot. 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, treasurer and sergeant of arms receiving a majority of the votes shall be declared elected to their respective offices. The six 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 shall assume the position of President Elect and serve as a director commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year.

**Section 2**-The officers and directors, so elected, together with the immediate past president shall constitute the board.

**Section 3** - A vacancy in the board or any office shall be filled by action of the remaining board members.

**Section 4-** A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining board-elect.

#### **Article 4 - 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 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 director 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 the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president. The Vice President shall also review and update the Club's strategic plan.

**Section 4 -*Secretary***. It shall be the duty of the secretary to keep membership records; record attendance at meetings; post notices of club, board and committee meetings; 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, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, provide the monthly attendance report, which shall be made to the district 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 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 members, and to perform other duties as pertains 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 such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

#### **Article 5 - Meetings**

**Section 1 - Annual Meeting.** An annual meeting of this club shall be held on the first Tuesday of December in 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 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 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 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. In addition, credit as a makeup shall be given to persons who participate in Club or District sponsored meetings or fund raising events when specifically approved by the board. In order to receive credit, the participating chairs must submit a list of attendees in writing to the secretary.

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

**Section 4** — The Board shall meet at least monthly, at a time and place to be set by the Board at the first such meeting of the Rotary year. Such first meeting, and in the event the Board takes no action at such meeting, shall be at the same time and place last set by the previous Board. The time and place of the Board meetings will be announced to the Members at the next regular Rotary Club meeting. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, reasonable notice having been given.

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

## **Article 6 - Fees and Dues**

**Section 1** — The admission fee shall consist of the membership dues then in effect for all Members, as set by the Board, prorated to month of membership and other charges as may be set by the Board to cover such items as Rotary Publications, membership pins and other supplies, such as an admission fee to be paid before an applicant can qualify as a member. New members shall also be requested to contribute \$50.00 to the Rotary International (RI) Foundation, which amount will be matched by the Club to count toward a Paul Harris fellowship.

**Section 2** — The membership dues shall be set by the Board and that portion thereof payable to RI shall be in an amount to be set by RI, 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.

**Section 3** — The membership of any member delinquent in payment of amounts owing to the club, including, without limitation, dues and luncheon fees, for a period of ninety (90) days from the date on which such amounts become due and owing will automatically be terminated under the provisions of Article XI, Section 3 a and b, "Termination - Non-payment of Dues" of the Rotary Club of Edmonds Constitution on the later of such ninetieth (90th) day or sixty (60) days after written notice from the club that such amounts are delinquent ("Termination Date"). Persons believing themselves to have special circumstances may apply to the club board for a waiver so long as such written application has been received by the treasurer or the president prior to the last meeting of the board before the Termination Date.

**Article 7 Method of Voting** - The business of this club shall be transacted by vocal vote including the election of officers and directors, unless the president shall deem the vote be by written ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

**Article 8 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 New Generations Service. This club will be active in each of the Five Avenues of Service.

## **Article 9 Committees** –

**Section 1** - Club committees are charged with carrying out the annual and long-range goals of the club including those defined in the Strategic Plan 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, 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 Foundation* - This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- *Fund Raising* - This committee shall be responsible to oversee all fund raising activities of the club.

Additional ad hoc committees may be appointed as needed.

**Section 2** - The president shall be an ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

**Section 3** - 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.

**Section 4** - 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 10 Duties of Committees**

**Section 1** - 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 make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

**Section 2** - 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**

**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 period not to exceed one year. 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 excused member attends a regular meeting of some other club, the excused member must be recorded as absent, except where the aggregate of age and years of membership is 85 or more and the member has notified the club secretary in writing of the members desire to be excused from attendance and the board has approved.

**Section 2** - Members granted a leave of absence must pay a membership fee only equivalent to the fees the club is required to pay to the Rotary District and Rotary International on behalf of the member.

### **Article 12 Finances**

**Section 1** — At 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, named by the board.

**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 if 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 with the dues due on the 1<sup>st</sup> of July. In addition, quarterly assessments for operating costs including meeting venue rental and half the meal costs shall be assessed at the beginning of each quarter.

### **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 Membership 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 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 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 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**

Meeting called to order.

Pledge of allegiance.

Invocation.

Welcome visiting Rotarians and other visitors.

Celebrate birthdays & anniversaries.

Happy Bucks.

Classification talks and/or introductions, if any.

Special announcements and committee reports.  
Program.  
Final announcements/Reminder/Next week's program.  
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 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.

Revised 10-30-95; 7-11-97; 9-10-97; 8-13-02; 9-2-03; 3-9-04; 10-4-05; 8-3-08, 2-22-11

Draft 1-5-11 approved by Board, Approved my members 2/22/11