

Bylaws of the Rotary Club of Redmond

Adopted May 19, 2011

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 11 members of this club, namely, the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, immediate past president, and 5 directors elected in accordance with article 3, section 1 of these bylaws.

Article 3 Election of Directors and Officers

Section 1 – 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-elect, vice-president, secretary, treasurer and two (2) or more members of the Board of Directors for two (2) year terms. The nominations may be presented by 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-elect, 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 for two (2) years. The individual chosen president-elect in such balloting shall serve as a member of the Board as president-elect for the year commencing on the first day of July next following election as president-elect and shall assume office as president on the first day of July immediately following the year of service on the Board as president-elect.

Section 2 – The officers and directors, so elected, together with the immediate past president and any directors whose term will carry over into the next Rotary year,

shall constitute the Board of Directors. After their election the Board of Directors-elect shall meet and elect a member of the Club to act as sergeant-at-arms.

Section 3 – A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

Section 4 – 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.

Section 5 – To qualify as president-elect, a member must have served on the Board of Directors for at least two consecutive years prior to assuming office.

Article 4 Duties of Officers

Section 1 – President. It shall be the duty of the president to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertains to the office.

Section 2 – 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 pertains to the office. The vice-president shall be a past president.

Section 3 – 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, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the general secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the district governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to The Rotarian, and perform such other duties as usually pertain to the office.

Section 4 – 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 demands by the Board and to perform such other duties as pertain to the office. Upon retirement from office the treasurer shall turn over to his or her successor or to the president all funds, books of accounts or any other Club property in his or her possession.

Section 5 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for the office and such other duties as may be prescribed by the president or the Board.

Section 6 – President-elect. The president-elect shall be excused from all duties of the Club with the exception of serving on the Board, holding such meetings with the board-elect as may be necessary to organize for the coming Rotary year, reviewing the Club by-laws to see that they are kept current with the Rotary International By-laws, and chairing the Nominating Committee. These reduced duties will allow the president-elect the opportunity to thoroughly plan for his or her year in office as president and to attend the meetings of other clubs to observe their operations and organization.

Section 7 – Officers' Position Descriptions. The Board of Directors will, from time to time, draft, update, and maintain position descriptions for each Club officer position.

Section 8 – Removal of Officer. The Board of Directors may, upon approval of two-thirds of its members, remove an officer from his or her position.

Article 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club shall be held in 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 Thursday 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. Due notice shall be mailed or delivered by electronic means to each member at least ten (10) days before such meeting. 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 at least monthly on a day or time as determined by the Board each month. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon request of two members of the Board, due notice having been given.

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

Article 6 Fees and Dues

Section 1 – The admission fee shall be as established by the Board of Directors from time to time, to be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be as established by the Board of Directors from time to time, payable annually on the first day of July with the understanding that a portion of each annual payment shall be applied to each member's subscription to *The Rotarian* magazine.

Article 7 Method of Voting

The business of this club shall be transacted by voice vote except the election of officers and directors, which shall be by 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. This club will be active in each of the five 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 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 two 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. The president shall, subject to the approval of the board, appoint the following committees on particular phases of membership: Recruitment, Retention, Classification, Orientation and Education, and such others as deemed necessary to enhance the membership of the club.

- 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. The president shall, subject to the approval of the board, appoint the following committees on particular phases of public relations: Media Relations, Advertising and Marketing, Special Events, and such others as deemed necessary to inform the public about the club and Rotary in general.

- Club Administration

This committee should conduct activities associated with the effective operation of the club. The president shall, subject to the approval of the board, appoint the following committees on particular phases of club administration: Program, Bulletin and Website, Attendance, Fellowship, Redspoke, and such others as deemed necessary for 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 president shall, subject to the approval of the board, appoint the following committees on particular phases of service projects: Vocational, Educational, Community, International, RI Programs, and such others as deemed necessary to develop and implement the club's projects in our community and communities of other countries.

- The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. The president shall, subject to the approval of the board, appoint the following committees on particular phases of The Rotary Foundation: Program Participation, Foundation Fundraising, Alumni, Group Study Exchange, and such others as deemed necessary to further the mission of Rotary and the

goals of the Foundation.

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 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 period not to exceed six (6) months in duration.

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.

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 signers. The Board may, in its discretion, order a thorough audit by a certified public accountant or other qualified person of all the Club's financial transactions.

Section 4 – 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 5 – 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 two (2) semiannual periods extending from 1 July to 31 December, and from 1 January 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.

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 – Honorary Membership

- (a) Honorary Membership is the highest distinction the club may bestow and should be conferred only in exceptional cases for meritorious service in furtherance of Rotary ideals.
- (b) Honorary Membership terminates each year on June 30th, but may by resolution be continued from year to year. Honorary Members are exempt from payment of fees and dues, have no vote, and cannot hold office. They can, however, attend all meetings and enjoy the privileges of the Club.
- (c) Any member in good standing may propose an Honorary Member. The name of a proposed candidate shall be submitted in writing to the board of directors, who may refer it for review to a special committee appointed by the president. It is preferred that proposed honorary memberships, if any, for the next fiscal year be presented to the board of directors for action within a reasonable time before the end of the current year so appropriate review and action can be completed prior to the start of the new year. The election shall be in the same form and manner as prescribed for the election of an active member.
- (d) Honorary Members must be notified in writing of the reasons they were selected for this honor and the term of their membership.

Section 8 – Termination of Membership. The board may terminate a member by two-thirds majority vote according to the procedures set forth in the Standard Club Constitution published in the current Manual of Procedure of RI.

Section 9 – Reasons for termination include:

- a. Failure to pay dues
- b. Non-attendance
- c. Failure to have qualifications for membership
- d. Any other reason deemed by the board, in its sole discretion, to be sufficient for termination

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 for action.

Article 15 Order of Business

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 delivered by electronic means 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.