

Rotary Club of
Huntington

Bylaws

Revised: October 22, 2012

Bylaws

Rotary Club of Huntington West Virginia

Article 1 – Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Partial Term: Any member who has been appointed to fill a vacancy of board and who has served less than a full term.
4. Member: A member, other than honorary member, of this club.
5. Club: Rotary Club of Huntington
6. RI: Rotary International.
7. Year: The twelve-month period that begins on 1 July.

Article 2 – Board of Directors

The governing body of this club shall be the board consisting of five officers of the club, namely the president, immediate past president, president-elect, secretary and treasurer, plus eight (8) directors elected in accordance with these bylaws.

Article 3 – Election of Directors and Officers

Section 1 – At least four weeks prior to the annual meeting in December, the current president shall appoint a nomination/election committee of five (5) members of the club to nominate directors and officers and to conduct the election. Two (2) of the committee members shall be the current immediate past president and the president-elect, the other three (3) being non-board members who may have previously served on the board.

Section 2 – The nominating committee shall prepare a slate of nominees which are to be presented to the Club Membership at the meeting two weeks prior to the annual meeting. Ideally there should be at least two nominees for each officer/director on the ballot. Before their names are placed on the ballot, all nominees will have agreed to serve if elected. All candidates for officer/director shall have been a Rotary member in good standing for at least two years.

Section 3 - In addition to the eight (8) nominations for the board, the final ballot shall list the names for the office of president-elect, secretary and treasurer. Spaces under each name shall appear for write-in candidates.

Section 4 – At the annual meeting which is the first Monday meeting of December, the presiding officer shall ask for any additional nominations by members for any office listed on the printed ballot. An oral nomination shall be announced to the club for consideration as a write-in candidate. Write-in candidates must have agreed to serve prior to being placed on the ballot.

Section 5 – After the membership has cast their ballots and they are collected by the nominating/election committee, they shall be tabulated and the vote reported to the presiding officer, who will announce the names of the persons receiving the highest vote total for president-elect, secretary, treasurer and the four (4) open positions on the board.

Section 6 – The person elected as president-elect shall serve on the board for three years, commencing on 1 July following the election. The first year as president-elect, the second as president and the third as immediate past president with duties assigned to each described in the bylaws. The president-elect shall attend the District President Elect Training Seminar (PETS).

Section 7 – The officers and directors, so elected, together with the immediate past president, incoming president and the four remaining directors, shall constitute the board. They all take office at the first regular board meeting following 1 July. At this same meeting the president shall nominate and the board shall confirm the sergeant-at-arms for the year.

Section 8 – A vacancy in the board or any office shall be filled by action of the remaining directors. A vacancy in the position of any officer-elect or director-elect shall be filled by the action of the remaining directors-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 such other duties as ordinarily pertains to this office.

Section 2 – *Immediate Past President.* It shall be the duty of the immediate past president to serve as a director and to perform such other duties as ordinarily pertains to this office as prescribed by the president or board.

Section 3 – *President-elect.* It shall be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president, coordinate meals for the meetings and to perform such other duties as ordinarily pertains to this office, as stated in Article 9 and Article 10 of these bylaws.

Section 4 – *Secretary.* It shall be the duties of the secretary to keep membership records; record attendance at meetings; send out notices of the club, board and committee meetings;

record and preserve the minutes of such meetings; reports , as required by RI, to include the semi-annual reports of membership due on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues of active members who have been elected to membership in the club since the start of the July and January reporting periods; report changes in membership; provide the monthly attendance report, which will be made available to the District Governor within fifteen (15) days of the last meeting of the month; collect and remit RI official magazine subscriptions; and to perform such other duties as ordinarily pertains to this office.

Section 5 – Treasurer. It shall be the duty of the treasurer to have custody of the funds of the club, accounting for it to the club annually and at any time upon demand of the board, usually at monthly board meetings, and to perform such other duties as ordinarily pertains to this office. Upon retirement from office, the treasurer shall turn over to the incoming president all funds, books of account and any other property held.

Section 6 – Sergeant-at-Arms. It shall be the duty of the sergeant-at-arms to perform such other duties as ordinarily pertains to this office and other duties as prescribed by the president of the board. These duties may include: responsibility for the organization of regular meetings, both on and off site; assuring that all is in order, such as sound system, computer apparatus, lighting, furniture arrangement, proper setting of flags and assisting guests.

Article 5 – Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the first Monday 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 – Regular Weekly Meetings.

- a. Day and time of this club shall be held on the each Monday at 12 noon. All members attending the meeting, except honorary (or member excused, pursuant to the standard Rotary Club constitution) and exempt, 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, pursuant to the standard Rotary Club constitution.
- b. Any changes in meeting must be done for good cause. The board may change a regular meeting to any day during the period commencing with the day following the regular meeting and ending with the day preceding the next regular meeting, either at this club or any other Rotary club.
- c. Cancellation of meeting directed by the board shall be for when a regular meeting falls on a legal holiday, including commonly recognized holidays. Other exception include:

1. Epidemics and disasters that affect the whole community which endanger the lives of club members; loss of utilities at meeting place.
 2. Every effort shall be made to notify members of any unexpected cancellations. In such cases, the club president shall arrange for radio and/or television stations to make the announcements.
- d. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein, provided the club does not fail to meet for more than three consecutive meetings.

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

Section 4 – Regular meeting of the board shall be on the second Monday of each month. A change in the meeting time may occur if circumstance warrant, the day or time of meeting can be rescheduled with the concurrence of a majority of board member present. Special meetings of the board shall be called by the president, whenever deem necessary, or upon the request of two (2) directors, 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 set by the Board and be paid before applicant can qualify as member, except as provided in the standard Rotary constitution, Article 11.

Section 2 – The membership dues shall be determined by the board per annum or payable semiannually on the first day of July and of January, with the understanding that a portion of each payment shall be applied to each member's subscription to the RI official magazine. For members inducted mid-year, the dues shall be prorated to fit into the billing cycle.

Article 7 – Method of Voting

The business of this club shall be transacted by *viva voce*- vocal assent 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 *viva-voce* vote.

Article 8 – Avenues of Service

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

Article 9 – Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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 (3) 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 his or her 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 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.
- *Administration*
This committee should conduct activities associated with the effective operations of the club.
- *Service Projects*
This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of the 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.

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 appropriate RI materials and the Avenues of 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 necessary leadership to prepare recommendations 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 no longer than twelve (12) months.

Note: Such leave of absence does not operate to prevent forfeiture of membership; it does not operate to give club credit for member's attendance. Regular dues are to be paid during this period.

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 operations.

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

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

Section 4 – A thorough review of all financial transactions by a qualified person(s) 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 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 – Methods of Electing Members

Section 1 – The name of the 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 of 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 he/she shall be requested to sign the membership proposal form and to permit his/her name and proposed classification to the club.

Section 5 - If no written objection to the proposal, stating reasons, is received by the board from any member of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee 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 discuss and vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of admission fee (if not an honorary membership) shall be considered to be elected to membership.

Section 6 – Following the election, the secretary shall contact the proposer, who will consult

with the inductee to choose an induction date at which both can be present; the secretary will then prepare the membership packet to include the membership badge and new member Rotary literature. The proposer will inform the secretary of the date, who will, in turn, inform the president. In addition the 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 a club project or function.

Section 7 – The club may elect, in accordance with the rotary club constitution, honorary members proposed by the board.

- **Eligibility for Honorary Membership.** Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be determined by the board. Persons may hold honorary membership in more than one club.
- **Rights and Privileges.** Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.
- **Holders of Public Office.** Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges of other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 8 – Classifications

- a. **Principal Activity.** Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service, (ex: food bank).
- b. **Correction or Adjustment.** If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed change shall be provided to the member, who shall be allowed a hearing thereon.

- c. **Limitations.** This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in making up more than 10 of the club's active membership. Members who are retired shall not be included in the total number of members in a classification.

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.

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 a 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.