

BYLAWS OF THE ROTARY CLUB OF DUNEDIN, FLORIDA
October 14, 2005 Proposed Revisions

ARTICLE I - ELECTION OF DIRECTORS AND OFFICERS

Section 1. Board. The board of directors shall consist of the president, president-elect, **president-elect designate**, vice president, secretary, treasurer, together with eight members of the board of directors, four of whom shall be elected each year to serve staggered two year terms. The officers, who shall compose part of the board of directors, shall serve in accordance with the provisions of Article III.

Section 2. 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, 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 designee 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 December 21st 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. Officers shall serve for a term of one year and directors for two years.

Section 3. 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.**

Section 4. Board Composition. The officers and directors, so elected, together with the president, the immediate past president and the hold over directors shall constitute the new board of directors within one week after their taking office the board of directors shall meet and elect some member(s) of the club to act as sergeant-at-arms.

Section 5. Board Vacancy. A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 6. Vacancy Prior to Service. 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

Section 1. Governing Body. The governing body of this club shall be the board of directors consisting of **fourteen (14) members** of this club, namely, eight (8) directors elected in accordance with these bylaws, the president, president-elect, **president-elect designate**, secretary, treasurer, and the vice president (immediate past president).

ARTICLE III - 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 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 familiarize and become knowledgeable of the club's current committees and functions, to act as the committee chairman for club service 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 a 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 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 board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice president.

Section 5. 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 report to RI (which presently includes the semiannual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, and including prorated reports to the general secretary on October 1 and April 1 of each active, senior active and past service member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, 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 RI subscriptions to THE ROTARIAN), and perform such 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 same to the club annually to the board at regularly scheduled board meetings, present and provide the membership an opportunity to discuss the budget at a

club meeting and at any other time upon demand by the board 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 7. Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for this office such as chairman of the house committee and such other duties as may be prescribed by the president or the board. It shall not be necessary for this individual to be a member of the board.

ARTICLE IV - BUDGET

Section 1. Membership Budget Meeting. By the last Tuesday in August, the budget as determined by the board shall be delivered to each member for their review and study. The budget shall clearly reflect the admission fee and membership dues which will be charged for the next Rotary year. There shall be a budget meeting of the membership on or before the third Tuesday in September. At the budget meeting, in September, the budget shall be approved by majority vote, and any line expense item so approved, may not be modified by an increase of more than \$300.00 without the prior approval of the membership.

ARTICLE V - 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. Regular Meeting. The regular weekly meetings of this 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. Members excepting an honorary member (or member excused by the board of directors of this club) 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.

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

Section 4. Notice of Meeting. Regular meetings of the board shall be held once a month as determined by the board (normally the third Thursday of each month.) 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. Board Quorum. A majority of the board members shall constitute a quorum of the board.

ARTICLE VI - FEES AND DUES

Section 1. Admission Fee. The admission fee of at least \$60.00 shall be paid before the applicant can qualify as a member.

Section 2. Membership Fee. The membership dues shall be at least \$150.00 per annum, payable semiannually on the first day of July and of January, with the understanding that it shall include at least six dollars (US\$6.00) of each semiannual payment which shall be applied to each member's subscription to THE ROTARIAN magazine, together with any other amount assessed by this club's district.

ARTICLE VII - METHOD OF VOTING

Section 1. Voting. The business of this club shall be transacted by viva voce vote except the contested election of officers and director, 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.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees. a) The president shall, subject to the approval of the board, appoint the following standing committees:

- Club Service committee
- Vocational Service committee
- Community Service committee
- International Service committee

b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of club service, vocational service, community service and international service as deemed necessary (the present committees and activities for the club are reflected on Exhibit A).

c) The club service committee, vocational service committee, community service committee, and international service committee shall each consist of a chairman, who shall be named by the president from the membership of the board, and not less than two (2) other members.

d) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

e) Each committee shall transact such business as is delegated to it in the 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 committee shall not take action until a report has been made to the board and approved by the board.

f) The president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the vocational service, community service, or international service committees.

g) Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 2. Club Service Committee.

a) The chairman of the club service committee shall be the president-elect and be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.

b) The club service committee shall consist of the chairman of the club service committee and the chairmen of all committees appointed on particular phases of club service.

c) The president shall, subject to the approval of the board, appoint the following committees, together with such other committees as are deemed appropriate to perform the activities necessary for club service:

- Attendance committee
- Club bulletin committee
- Fellowship committee
- Magazine committee
- Membership development committee
- Program committee
- Public relations committee

Appoint one member each year to the following committees which shall consist of three members, one member to be appointed each year for a term of three years:

- Classifications committee
- Rotary information committee

d) Where feasible and practicable in the appointment of club service committee, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

e) The magazine committee shall, wherever feasible, include the editor of the club publication and a local newspaper or advertising member of the club.

Section 3. Other Committees.

a) **The chairman of the community service committee shall be the president-elect designate and** shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.

b) The community service committee shall consist of the chairman of the community service committee and the chairman of all committees appointed on particular phases of community service.

c) The president shall, subject to the approval of the board, appoint such committees as are deemed appropriate to perform the activities of community service.

d) The president shall, subject to the approval of the board, appoint such committees as are deemed appropriate to perform the activities of international service.

e) The president shall, subject to the approval of the board, appoint such committees as are deemed appropriate to perform the activities of vocational service.

ARTICLE IX - DUTIES OF COMMITTEES

Section 1. Club Service Committee. This committee shall devise and carry into effect plan which will guide and aid the members of this club in discharging their responsibilities in matters relating to club service. The chairman of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

a) Attendance Committee. This committee shall devise means for encouraging attendance at all Rotary meetings – including attendance at district conferences, intercity meetings, regional conferences, and international conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance, and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

b) Classification Committee. This committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems. In addition, the committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and the general eligibility of all persons proposed for membership, and shall report their decisions on all applications to the board.

c) Club Bulletin Committee. This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members and of the worldwide Rotary program.

d) Fellowship Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president of the board.

e) Magazine Committee. This committee shall stimulate reader interest in THE ROTARIAN; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the club member and non-Rotarians.

f) Membership Development Committee. This committee shall review continually the club roster of filled and unfilled classifications and shall take positive steps to initiate the names of suitable persons to fill unfilled classifications, and shall take such steps as necessary to aid and encourage membership.

g) Program Committee: This committee shall prepare and arrange the programs for the regular and special meetings of the club.

h) Public Relations Committee. This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object, and scope and (2) to secure proper publicity for the club.

i) Rotary Information Committee. This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities and (4) to give the members information as to developments in the administrative operation of RI.

Section2. Vocational Service Committee. This committee shall devise and carry into effect plans that will guide and assist the members of the club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. Te chairman of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

Section3. Community Service Committee. This committee shall devise and carry into effect plans that will guide and assist the members of the club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

Section 4. International Service Committee. This committee shall devise and carry into effect plans that will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

ARTICLE X - LEAVE OF ABSENCE

Section 1. Leave. 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.

A. (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 provision of art. VII, sec. 3 of the standard Rotary club constitution is not computed in the attendance record of the club.)

ARTICLE XI - FINANCES

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

Section 2. Checks. All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. A thorough examination by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 3. Bond. 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. Fiscal Year. The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st. to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 5. Budget Preparation. 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 be submitted to the membership no later than the third Tuesday in September of each year. The budget approved by the membership shall stand as the limit of expenditures for the respective purposes; provided, however, the board may increase a budgetary expense item by not more than \$300.00 (without membership approval) provided that the board determines a good cause exists for such increase.

Section 6. 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 of trustees, from the club's Foundation Fund, and the money will be sent to RI Foundation. 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 XII - METHOD OF ELECTING MEMBERS

(For all Kinds of Membership)

Section 1. Membership Proposal. The name of a prospective member, proposed by an active, senior active, or past service 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. Membership Requirement. The board shall ensure that the proposal meets all the classification and membership requirements of the 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. 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 (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership application form and to permit his or her name and proposed classification (if active membership) to be published to the club.

Section 5. Objection. 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. Membership. Following such election, the president shall arrange for the new member's induction and further orientation, and the club secretary shall issue a membership card to the member and shall report such action to RI.

ARTICLE XIII - RESOLUTIONS

Section 1 Resolution. 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 XIV - ORDER OF BUSINESS

Section 1. Order of Business. Order of business shall be generally as follows unless otherwise determined by the presiding officer.

- Meeting called to order.
- Introduction of visiting Rotarians.
- Correspondence and announcements.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

ARTICLE XV - AMENDMENTS

Section 1. 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 to each member at least ten days before such meeting. No amendment or addition to these bylaws can be

made which is not in harmony with the club constitution and with the constitution and bylaws of RI.