

# Bylaws of the Rotary Club of Fairfield Glade, Tennessee

Revisions Approved March 13, 2018

## 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 of directors consisting of no more than thirteen (13) members of this club, namely six (6) committee chairs elected in accordance with article 3, section 1 of these bylaws, the president, vice president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, immediate past president, the sergeant-at-arms, and other director(s) per article 3, section 2.

## Article 3 Election of Directors and Officers

**Section 1** – At a regular meeting at least 30 days 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) directors, whom shall be elected for a three-year term. The nominations may be presented by a nominating committee and by members from the floor. Traditionally the Past President chairs the nominating committee and selects the members subject to approval by the Board of Directors. The nominations duly made shall be placed on a ballot or conducted through a voice vote in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president-elect, vice president, secretary, treasurer and receiving a majority of the votes shall be declared elected to their respective offices for the following year. The two (2) candidates for director receiving a majority of the votes shall be declared elected as directors for the following year. The candidate for president-elect elected in such balloting shall be the president-nominee and shall take the title president-elect for the year 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. The president shall serve a period of one (1) year or until a successor has been duly elected and qualified.

**Section 2** – The officers and directors, so elected, together with the immediate past president and four (4) directors previously elected shall constitute the board. The directors-elect shall meet and elect some member of the club to act as sergeant-at-arms. Additionally, the president may appoint some member(s) of the club to act as standing committee chair(s) that are not elected directors or officers of the club.

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In this case, these appointees, upon board approval, may become member(s) of the board and as such shall have all the privileges of membership thereon for the remainder of the Rotary year in which they were appointed.

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

**Section 4** – A vacancy in the position of any officer-elect or director-elect shall be filled by 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 other duties as ordinarily pertains to the office of president.

**Section 2** - Immediate Past President. It shall be the duty of the immediate past president to serve as a director and to perform other duties as may be prescribed by the president or the board.

**Section 3** – 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 4** – 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 pertains 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, and send out notice of club, board, and committee meetings. The Secretary shall also record and preserve the minutes of such meetings which shall be made available to members within 60 days following the meeting. The Secretary shall make the following reports as required to Rotary International (RI): the semiannual reports of membership on 1 January and 1 July of each year; 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; report changes in membership; and provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month. The Secretary shall 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, 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 or the board.

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## Article 5 Meetings

**Section 1** – Annual meeting. An annual meeting of this club shall be held no later than December 15<sup>th</sup> of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2** –Regular meetings of this club shall be held weekly 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 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 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 12.

Regular attendance at meetings is encouraged for building a strong and active Rotary club. However, a more flexible approach to attendance has been accepted by the Club taking into account the changes in society and a more demanding economic environment. Consistent with the FG Rotary Club Attendance Guidelines (as found in the Membership Handbook) there are many ways in addition to meetings in which members can demonstrate their active involvement and commitment with Rotary projects and activities.

Consistent with RI constitution, Rotarians may apply for Rule 85 if the combined total of their years of membership in one or more clubs plus their age equals at least 85, with their years of membership totaling at least 20. Qualified Rotarians are excused from attendance at meetings but Rule 85 status does not exempt payment of dues.

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

**Section 4** - Regular meetings of the board shall be held on the first Tuesday of each month or as scheduled by the President. 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 directors shall constitute a quorum of the board.

**Section 6** – Any member in good standing may petition the Board of Directors (BoD) for consideration of any action or item affecting the Club. The BoD shall entertain submitted petition(s) at the next regularly scheduled Board meeting, or by a special Board meeting. The BoD Shall, by voice vote, and entered into the minutes, approve the petition reject the petition or assign the petition to a standing committee for further consideration.

## Article 6 Fees and Dues

**Section 1** – The admission fee shall be determined by the board of directors and must be paid before the applicant can qualify as a member.

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**Section 2** – The membership dues shall be determined by the board, and billed quarterly with the understanding that a portion of each payment shall be applied to each member's subscription to the RI official 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 Avenues of Service**

The 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 Youth 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 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.
- **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 operation of the club.

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- **Service Projects**  
This committee should develop and implement educational, humanitarian and vocation 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.
  
- **Youth**  
This committee should develop and implement plans to support the Youth Avenue of Service programs and local scholarship programs.

Members of the board of directors shall serve as standing committee chairs. 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.

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*(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 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.

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.

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## 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. However, leave of absence does not exempt payment of dues.

*(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 article 9, sections 3 and 4 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 administrative/club operations and one in respect of fundraising/service project 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 parts for financial statement presentation: Administrative/Club Operations and Fundraising/Service Projects.

**Section 3** – At the Board's discretion, all bills above **\$500** 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 committee of qualified members, appointed by the president, shall be made once each year.

**Section 5** --The payment of per capita dues and RI official magazine subscriptions shall be made in July and January of each year based on the membership of the club on July 1 and January 1 as depicted on the invoices from RI and the District.

## Article 13 Method of Electing Members

**Section 1** – The name of a prospective member (new, former or transfer), proposed by an active member of the club shall be submitted to the board in writing through the club secretary. Rotaractors can simultaneously hold separate membership in the 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.

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**Section 3** – After a seven day waiting period, if no written objection to the proposal stating reasons, is received by the board from any member (other than honorary) and the payment of the admission fee the membership chair presents to the Board candidate's name for full 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 4** – The board shall approve or disapprove (with a majority of the Board present and voting) the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

**Section 5**– 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 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 call to order.
- Rotary grace.
- Pledge of Allegiance.
- Introduction of visitors.
- Correspondence, Announcements and Rotary information.
- Sergeant-at-arms. Drawing.
- Committee reports if any.
- Unfinished business.
- New business.

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- Address or other program features.
- Four Way Test.
- 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.