

## **Bylaws of the Rotary Club of Greenville, South Carolina**

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### **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 July 1.

### **Article 2 Board**

The governing body of this club shall be the board consisting of no more than seventeen (17) members of this club, including,

- a. president
- b. president-elect
- c. secretary
- d. treasurer
- e. immediate past president.
- f. Ten other directors shall be elected to serve a nonconsecutive two (2) year staggered terms in accordance with article 3, section 1 of these bylaws. The election for these 5 directors shall occur as follows: for the Rotary year beginning on July 1, 2008, five (5) directors shall be elected to serve a nonconsecutive two (2) year term and for the Rotary year beginning on July 1, 2009, five (5) directors shall be elected to serve a nonconsecutive two (2) year term. Thereafter, five (5) directors shall be elected to serve a nonconsecutive two (2) year term on even

numbered Rotary years and five (5) directors shall be elected to serve a nonconsecutive two (2) year term on odd numbered Rotary years.

- g. At the discretion of the president and with board approval, also added can be two (2) additional directors to serve a one (1) year term.

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

**Section 1** – At a regular meeting prior to the annual meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, president-elect, secretary, treasurer, and for five (5) of the directors chosen by election. The nominations shall be presented by the nominating committee. The nominating committee shall be chaired by the first available past president and shall consist of at least five (5) past presidents of the club, the president and president-elect. The nominating committee shall make a sincere and reasonable effort to ascertain the membership's preference for officers and directors.

Nominations may also be made by any member from the floor. The nominations duly made may be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The five (5) candidates for director receiving a majority of the votes shall be declared elected as directors.

**Section 2** – The officers and directors, so elected, together with the immediate past president and the two (2) directors, if any, nominated by the president and approved by the board, shall constitute the board. The Board shall also consist of the five (5) directors who were elected in the previous year and will be serving the remaining year of their two (2) year nonconsecutive term.

**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 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** – *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and 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, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor 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 4** – *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.

## **Article 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held on the second (2<sup>nd</sup>) Tuesday in December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 –** The regular meetings of this club shall be held on the second (2<sup>nd</sup>) and fourth (4<sup>th</sup>) Tuesday of each month at 12:30 p.m. at a location approved by the membership upon recommendation of the board. Notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members, excepting members 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.

**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 on the third (3<sup>rd</sup>) Tuesday of each month at a location as determined by the board. 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.

## **Article 6 Fees and Dues**

The admission fee shall set by the board and shall be paid before the applicant can qualify as a member. Annual dues, meal costs, and other assessments shall be set by the board and approved by the membership.

## **Article 7 Method of Voting**

The business of this club shall be transacted by voice vote. A vote by ballot shall occur for any specific item of club business if so specified by the board or requested by ten (10) members present at the meeting when the specific item is considered. Proxy votes shall not be allowed at club or board meetings.

## **Article 8 Committees**

**Section 1-** Club committees are charged with carrying out the annual and long-range goals of the club. The five (5) standing committees shall be:

- 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.

**Section 2-** The board may establish sub-committees under any of the five (5) standing

committees. Additional ad hoc committees may be appointed by the board as needed.

### **Section 3-**

(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. 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 specified length of time.

## **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, named 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 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 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.

## **Article 13 Method of Electing Members**

**Section 1** – The name of a prospective member, proposed by a 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 proposing member, 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 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 vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission 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 or designate, in accordance with the standard Rotary club constitution, honorary or senior active members proposed by the board. The board may establish requirements for honorary and/or senior active members also in accordance with the standard Rotary club constitution.

#### **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**

The order of business at club meetings, board meetings, and committee meetings, shall be determined by the officer and/or chairperson there presiding.

### **Article 16 Indemnification**

The club shall indemnify its directors, officers and employees to the fullest extent allowed by law, provided, however, that it shall be within the discretion of the board whether to advance any funds in advance of disposition of any action, suit or proceeding, and provided further that the board may make a determination that indemnification of the director, officer or employee is improper because he has failed to act in good faith and in the best interests of the club or, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

### **Article 17 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 and/or emailed 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, with approved variations, and with the constitution and bylaws of RI.

### **Article 18 Effective Date**

These bylaws shall be effective on the date adopted by the membership.

*Adopted March 11, 2008*