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# BYLAWS OF THE ROTARY CLUB OF NORTH CHARLESTON

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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.
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 II. BOARD**

The governing body of this Club shall be the Board consisting of minimally ten (10) members, namely; the four (4) directors, the President, President-Elect, Secretary, Treasurer, the Immediate Past President and one or more other at-large member.

**ARTICLE III. ELECTION OF DIRECTORS AND OFFICERS**

**Section 1:** At a regular meeting in February the presiding officer shall ask for nominations by members of the Club for President, President-Elect, Secretary, Treasurer and for nominations of one (1) or more directors in a number sufficient to total four (4) Board members for the upcoming year. The President-Elect shall automatically be nominated as President. Nominations may be presented by a nominating committee appointed by the Board or by members from the floor. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the meeting designated for that purpose.

**Section 2:** The officers and directors so elected, together with the immediate past president and the at-large member shall constitute the Board. No later than thirty days after being elected, the President shall appoint the Sergeant-at-Arms.

**Election 3:** A vacancy in the Board 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 Board-Elect.

**ARTICLE IV. 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. The President-Elect shall preside at all meetings of the Club or the Board in the absence of the President.

**Section 3 SECRETARY:** It shall be the duty of the Secretary to keep membership records, record attendance at meetings; record and preserve the minutes of board meetings; report as required to RI and perform other duties as usually pertain to the office of Secretary. An Assistant Secretary may be appointed by the Board with duties assigned by the Board in consultation with the 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 pertains 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 and any other Club property. An Assistant Treasurer may be appointed by the Board with duties assigned by the Board in consultation with the Treasurer.

**Section 5 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.

#### **ARTICLE V. MEETINGS**

**Section 1 ANNUAL MEETING:** An annual meeting of the Club shall be held in June each year at which time the installation of officers and directors to serve for the coming year shall take place.

**Section 2 CLUB MEETINGS:** Regular meetings and attendance will adhere to RI guidelines.

**Section 3 QUORUM AT MEETINGS:** One-third of the membership shall constitute a quorum at the annual and regular meetings of the Club.

**Section 4 BOARD MEETINGS:** Meetings of the Board, with due notice, shall be called by the President whenever deemed necessary, but to occur no less than quarterly, or upon request of two (2) directors.

**Sect on 5 BOARD QUORUM:** A majority of the Board shall constitute a quorum of the Board.

#### **ARTICLE VI. FEES AND DUES**

The annual membership fees shall be set by the Board annually, payable as prescribed by the board. Other fees and increases may be assessed as needed and approved by the Board. Each member may be assessed annual donations to the Rotary Foundation to comply with RI requirements for the District Grants of Every Rotarian Every Year (EREY).

#### **ARTICLE VII. METHOD OF VOTING**

**Section 1:** The business of the Club shall be transacted via voice vote except for the election of officers and directors, which shall be by written ballot.

**Section 2:** The business of the board shall be transacted via voice vote; or by phone or electronically. All phone or electronic votes will be recorded in the minutes at the next regularly scheduled board meeting.

#### **ARTICLE VIII. AVENUES OF SERVICE**

**All club members are expected to participate in club fundraising and service activities.**

#### **ARTICLE IX. COMMITTEES**

Club committees are charged with carrying out the annual and long-range goals of the Club. The President-Elect and Directors should work together to ensure continuity of leadership and succession planning following the club leadership model set forth by RI. Additional committees shall be appointed at the discretion of the President in consultation with the Board.

The President, President-Elect and the four board directors (A-D) will be responsible for appointing committee members, to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the new Rotary year.

#### **ARTICLE X. DUTIES OF COMMITTEES**

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The duties of the committees shall be established and reviewed by the President in consultation with the President-Elect and the Board. Each committee shall have a specific mandate, clearly defined goals. Action plans should be established at the beginning of each Rotary year for implementation during the course of the year. The President-Elect and the four board directors (A-D) shall have the primary responsibility for monitoring the activities of the committees.

### **ARTICLE XI. LEAVE OF ABSENCE**

Upon written application to the Board setting forth good and sufficient cause, a Leave of Absence (LOA) may be granted excusing a member from attending the meeting of the Club for a specified length of time not to exceed six (6) months. During the LOA, all District and RI dues will be required to be paid by members who request a LOA. Additionally, members on LOA will pay the meal costs if they attend a club meeting.

### **ARTICLE XII. FINANCES**

**Section 1:** Prior to the beginning of each fiscal year, the President-Elect and Treasurer in consultation with the President shall prepare a budget of estimated income and expenditures for the year which shall be presented to the Board. The budget as approved by the Board shall be adopted as the Club budget for the upcoming 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 separate parts; one in respect of Club operations and one or more in respect of charitable/service operations.

**Section 2:** The Treasurer or Assistant Treasurer shall deposit all Club funds in a bank named by the Board. The Club funds shall be divided into separate parts - club operations and Charitable/Service Operations.

**Section 3:** All bills shall be paid by the Treasurer or other authorized officer only when approved by either the President or the President-Elect.

**Section 4:** A thorough review of all financial transactions shall be made by the board upon request.

**Section 6:** The fiscal year of the Club shall extend from 1 July to 30 June.

### **ARTICLE XIII. METHOD OF ELECTING MEMBERS**

**Section 1:** The name of a prospective member, proposed by an active member, shall be submitted to the Board in writing, through the Club Secretary.

**Section 2:** The Board or such committee as the Board may designate 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.

**Section 4:** If the decision of the Board is favorable, the prospective member shall be informed of the purposes of Rotary and 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 a prospective member, that person, upon payment of the admission fee (if not an honorary membership), shall be considered to be elected to membership.

**Section 6.** Following election, the President-Elect shall arrange for the new member's induction and new member Rotary Literature. In addition, the President-Elect or Secretary will report the new member information to RI and the President-Elect shall assign a member to assist with the new member's assimilation into the Club as well as assign the new member to a Club committee.

**Section 7:** The Club may elect, in accordance with the Club constitution, honorary members proposed by the Board.

#### **ARTICLE XIV. AMENDMENTS**

These bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all present, provided that notice of such amendments shall have been mailed 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 and with the constitution and bylaws of RI.