

Bylaws

Rotary Club of Hilo Bay

ARTICLE I – Election of Officers and Directors

Section 1 - On or before the last regular meeting of the Club in October, the President shall appoint a Nominating Committee of at least three members. This committee shall seek out members willing to serve in the various officer and director positions and, no later than the last regular meeting of the Club in November, shall present a slate of eight nominees to the President for the officers of President, Secretary, Treasurer, four Avenues of Service Directors and Sergeant-At-Arms.

Upon presentation of the slate of nominees, the President shall call for further nominations from the floor. The nominees for the various offices shall be placed on a ballot and shall be voted upon at the annual meeting of the Club in December, except that no ballot shall be required for any office that is uncontested. Those candidates receiving a majority vote for the respective offices shall be declared elected.

The President elected in this balloting shall serve as a member of the Board as President-Elect for the year commencing the first day of July next following the election as President and shall assume office as President on the first day of July immediately following the year of service on the Board as President-Elect. When the new President assumes office, the immediate Past President shall assume the office of Vice-President. All other officers and directors shall take office on the first day of July next following the election.

Section 2 - A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board of Directors.

Section 3 – 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 - The governing body of this Club shall be the Board of Directors consisting of ten members of the Club, namely: the President, Vice-President (the immediate Past President), President-Elect, Secretary, Treasurer, Sergeant-At-Arms, and four Directors, all elected in accordance with Article I, Section 1 of these Bylaws.

ARTICLE III – Duties of Officers and Directors

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 this office.

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 ordinarily pertain to this office.

Section 3 – ***Vice-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 may be prescribed by the President or Board.

Section 4 – ***Secretary***. It shall be the duty of the Secretary to keep 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 reports to Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st. and July 1st of each year, the report of changes in membership which shall be made to the General Secretary of Rotary International, 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 Rotary International subscriptions to ***THE ROTARIAN*** magazine and perform other duties as usually pertain to this office.

Section 5 – ***Treasurer***. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Board and to perform such other duties as pertain to this office. Upon retirement from office, the Treasurer shall turn over to the successor or to the President all

funds, books of account or any other Club property in the Treasurer's possession.

Section 6 – ***Sergeant-At-Arms***. The duties of the Sergeant-At-Arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the President or the Board.

Section 7 – ***Directors***. It shall be the duty of the Directors to plan, organize, coordinate and direct the activities of the Club in the four Avenues of Service, namely, Club Service, Community Service, International Service, and Vocational Service. Upon their election the President shall appoint one Director to each of the Avenues of Service. The activities to be performed in each of the Avenues of Service shall generally be in accord with those detailed in annual Rotary International communications.

ARTICLE IV – Meetings

Section 1 – An annual meeting of the Club shall be held not later than the 31st of 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 the Club shall be held on Wednesdays for one hour, starting at 6:45 a.m. and ending at 7:45 a.m., with 15 minutes for fellowship time. 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 (or member excused by the Board of Directors of this Club, pursuant to Article 8, Sections 3 and 4 of the Rotary Club of Hilo Bay 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. If an active member's age, summed with years of service in Rotary, meets or exceeds the value of 85, then that member is excused from attendance at regular meetings.

Section 3 – A member can make up for an absence (a missed meeting) if at any time within 14 days before or after the regular meeting of this Club, a member is present for at least sixty (60) percent of the time devoted to the regular meeting of another Rotary Club, or signs in at the usual time and place of a regular meeting of another Rotary Club

for the purpose of attending such a meeting, though that club is not meeting at the designated time and place. Attendance at a club service event, a community service project, or other meeting authorized by the Board, within the period specified above, substitutes for a regular meeting. Participation through a club website in an interactive activity for no less than 30 minutes, within the period specified above, substitutes for a regular meeting. Additional ways of making up for missed meetings are specified in the Rotary Club of Hilo Bay Constitution, Article 8, Sections 1 and 2. Failure to make up a missed meeting results in a member being assessed a fine as determined by the Board. As of the 2005 revision, the fine is \$10 per missed meeting.

Section 4 – Four consecutive absences from regular meetings, or failure to meet the attendance percentage of sixty (60) percent stated in Article IV, Section 3 of these Bylaws, is cause for termination of membership, as specified in the Rotary Club of Hilo Bay Constitution, Article 11, Section 4.

Section 5 – One third of the membership shall constitute a quorum at the annual and regular meetings of the Club.

Section 6 – Regular meetings of the Board shall be held each month. Special meetings of the Board shall be called by the President whenever deemed necessary, or upon the request of two members of the Board, due notice having been given.

Section 7 – A majority of the Board members shall constitute a quorum of the Board.

ARTICLE V – Fees and Dues

Section 1 – The admission fee is a one-time initiation fee, and shall be determined by the Board from time to time. The admission fee must be paid before the applicant can qualify as a member. It is \$50 as of the 2005 revision.

Section 2 – The membership dues shall be as determined by the Board from time to time and may be paid in full annually on the first day of July, or semi-annually, half on the first day of July and half on the first day of January. The membership dues shall include the subscription to *THE ROTARIAN* magazine.

Section 3 – Non-payment of dues is cause for termination of membership, as specified in the Rotary Club of Hilo Bay Constitution, Article 11, Section 3.

ARTICLE VI – Method of Voting

Section 1 – The business of the Club shall be transacted by *viva voce* vote except for the election of officers and directors which shall be by ballot.

ARTICLE VII – Formation of Committees

Section 1 – The President shall, subject to the approval of the board, form the following standing committees representing the four Avenues of Service:

- Club Service Committee
- Vocational Service Committee
- Community Service Committee
- International Service Committee

Section 2 – The President shall, subject to the approval of the board, also form committees on particular phases of club service, vocational service, community service, and international service as deemed necessary.

Section 3 – The President shall, subject to the approval of the board, form the following committees on particular phases of club service:

- Attendance Committee
- Classifications Committee
- Club Bulletin Committee
- Fellowship Committee
- Magazine Committee
- Membership Committee
- Membership Development Committee
- Program Committee
- Public Relations Committee
- Rotary Information Committee
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Section 4 – The President shall appoint the President-Elect or Vice-President to oversee and coordinate the work of the Classifications, Membership, Membership Development

and Rotary Information Committees.

Section 5 – The President shall, subject to the approval of the board, form the following committees on particular phases of vocational service:

- New Generations Committee
- Rotary Youth Foundation Committee

Section 6 – The President shall, subject to the approval of the board, form the following committees on particular phases of community service:

- Human Development Committee
- Community Development Committee
- Environmental Protection Committee
- Partners in Service Committee

Section 7 – The President shall, subject to the approval of the board, form the following committees on particular phases of international service:

- Rotary Foundation Committee
- WheelChair Foundation Committee
- Rotaplast Committee
- PolioPlus Committee

Section 8 – The Club Service Committee, Vocational Service Committee, Community Service Committee, and International Service Committee shall each consist of a Chairperson (the appropriate Avenues of Service Director), appointed by the President from the membership of the Board, and not less than two (2) other members selected by the Service Director.

Section 9 – The President shall be ex-officio a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 10 – 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 committees shall not take action until a report has been made to the Board and approved by the Board.

Section 11 – The President may form one or more committees, which depending on their respective responsibilities may be under any or all of the Club Service, Vocational Service, Community Service, or International Service Committees. 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.

ARTICLE VIII – Duties of Committees

Section 1 – Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to club service. The Club Service Director shall be responsible for club service activities and shall coordinate the work of any committees that may be appointed on particular phases of club service. The Club Service Director 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. The Attendance Committee Chair (Attendance Secretary), who is appointed by the President for a one-year term with approval from the Board, shall report to the Board on all attendance issues.

(b) Classifications 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. The Classifications Committee Chair, who is

appointed by the President for a one-year term with approval from the Board, shall report to the Board on all classification issues.

(c) Club Bulletin/Website Committee. This committee shall endeavor, through publishing of a weekly club bulletin and a website, 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 in a newsletter and in a website format. The Club Bulletin/Website Committee Chair, who is appointed by the President for a one-year term with approval from the Board, shall report to the Board on all Bulletin/Website issues.

(d) Fellowship Committee (Family of Rotary). 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 or the Board. The Family of Rotary Chair, who is appointed by the President for a one-year term with approval from the Board, shall report to the Board on all fellowship issues.

(e) Membership Committee. This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications. This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the Board. The Membership Committee Chair, who is appointed by the President for a one-year term with approval from the Board, shall report to the Board on all membership issues.

(f) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the Club. The Program Committee Chair, who is appointed by the President for a one-year term with approval from the Board, shall report to the Board on all program issues.

(g) 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. The Public Relations Committee Chair, who is appointed by the President for a one-year term with approval from the Board, shall report to the Board on all public relations issues.

(h) Rotary Information Committee. This committee shall inform prospective members about the privileges and responsibilities of Rotary Club membership; keep members informed about the history, object, and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the Club. The Rotary Information Committee Chair, who is appointed by the President for a one-year term with approval from the Board, shall report to the Board on all Rotary information issues.

Section 2 – Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The Vocational Service Director 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. The Vocational Service Director shall be responsible for regular meetings of the committee and shall report to the Board on all vocational service activities.

(a) New Generations Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in community youth relationships. The New Generations Chair shall be responsible for the community youth service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community youth service. The New Generations Chair, who is appointed by the President for a one-year term with approval from the Board, shall be responsible for regular meetings of the committee and shall report to the Board on all community youth activities.

(b) Rotary Youth Foundation Committee. This committee shall inform prospective members about Rotary Youth Foundation activities; keep members informed about opportunities to give to the Rotary Youth Foundation. The Rotary Youth Foundation Committee Chair, who is appointed by the President for a one-year term with approval from the Board, shall report to the Board on all Rotary Youth Foundation issues.

Section 3 – Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their community relationships. The Community Service Director 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. The Community Service Director shall be responsible for regular meetings of the committee and shall report to the Board on all community service activities.

Section 4 – International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to international service. The International Service Director 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, such as WheelChair Foundation, Rotaplast, or PolioPlus. The International Service Director shall be responsible for regular meetings of the committee and shall report to the Board on all international service activities.

(a) Rotary Foundation Committee. This committee shall inform prospective members about Rotary Foundation activities; keep members informed about opportunities to give to Rotary Foundation, and how members may access their contribution histories on the Rotary International website. The Rotary Foundation Committee Chair, who is appointed by the President for a one-year term with approval from the Board, shall report to the Board on all Rotary Foundation issues.

ARTICLE IX – Leave of Absence

Section 1 – Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time. Such leave of absence will excuse a member from the requirement of attending sixty (60) percent of the member's home club's meetings in a year, but will not relieve that member of the responsibility to attend a weekly meeting of a Rotary Club. Any missed meetings will be counted against the home club's attendance record. A member's absence shall be excused if the absence is caused by protracted ill health or impairment or by a stay of more than two weeks in a country in which Rotary Clubs do not exist so that such member is physically unable to attend a regular meeting and the Board approves such absence in which case it shall not be computed in the Club's attendance record. The member shall inform the secretary of this club before beginning a journey to a country in which there are no Rotary Clubs.

ARTICLE X – Finances

Section 1 – The Treasurer shall deposit all funds of the Club in a bank to be named by the Board.

Section 2 – All bills shall be paid only by checks signed by the Treasurer upon approval by the Avenues of Service Director under whose area the bill was incurred, the Secretary, or the President. A thorough audit by a certified public accountant or other qualified person shall be made once a year of all the Club's financial transactions.

Section 3 – 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 – The fiscal year of the Club shall extend from July 1st to June 30th, and for the collection of members dues shall be divided into two semi-annual 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 Rotary International shall be made on July 1st and January 1st of each year on the basis of the Club membership on those dates.

Section 5 – At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of expenditures for the year, which, having been approved by the Board shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

ARTICLE XI – Method of Electing Members

Section 1 – Active members

- (a) The name of the prospective member, proposed by an active member of the Club or by the Membership Committee, shall be submitted to the Board in writing, through the club Secretary. A transferring or former member of another Rotary Club may be proposed to active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
- (b) The President or Secretary shall request the Classifications Committee to consider and report to the Board on the eligibility of the proposed member from the standpoint of classification, and shall request the Membership Committee to investigate and report to the Board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.
- (c) The Board shall consider and approve or disapprove within 30 days the recommendations of the Classifications and Membership Committees and shall then notify the proposer (or sponsor), through the Club Secretary, of its decision.
- (d) If the decision of the Board is favorable the proposer (or sponsor) shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the Club, following which the prospective member shall be requested to complete and submit an application for membership and to give permission for the prospective member's name and proposed classification to be published to the Club.
- (e) If no written objection (with justification) to the proposal is received by the

Board from any member of the Club within seven (7) days following publication of the name of the prospective member, the prospective member, upon payment of the initiation fee, as prescribed in Article V of these Bylaws, shall be considered to be elected to membership.

- (f) If any objection has been filed, the Board shall consider the objection at any regular or special meeting of the Board and shall vote on the proposed member. If a majority of favorable votes is cast by the entire Board the proposed member shall be considered elected to membership.
- (g) The member shall be formally inducted and introduced as a new member at a regular meeting of the Club.
- (h) Subsequent to the induction of a new member into the Club, the Rotary Information Committee shall meet with the new member (or members if several have been introduced into the Club at approximately the same time) to give the new member a full understanding of the privileges and responsibilities of membership in Rotary and the Object of Rotary, and to inform the new member about the history, traditions, philosophy, activities and organization of Rotary International and the Rotary Foundation.

Section 2 – Honorary Members. The name of a proposed candidate for this status of membership shall be submitted to the Board of Directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member, provided, however, that such proposal may be considered at any regular or special meeting of the Board and that the Board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If a majority of favorable votes is cast by the entire Board the proposed member shall be considered duly elected. Honorary members are not required to pay dues, but their subscription to *THE ROTARIAN* magazine is paid by the Club.

ARTICLE XII – Resolutions

Section 1 – 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 XIII – Order of Business

Section 1 – Meeting called to order

Introduction of visiting Rotarians

Introduction of guests

Correspondence and announcement

Committee reports

Any unfinished business

Any new business

Address or other program feature

Adjournment

ARTICLE XIV – Amendments

Section 1 – 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 distributed to each member at least ten days before such meeting. No amendment or addition to the Bylaws can be made which is not in harmony with the Club Constitution and the Constitutions and Bylaws of Rotary International.

Section 2 – Following every meeting of the Council on Legislation these bylaws shall be reviewed and amended as may be necessary to bring them into conformance with any changes to the Club Constitution enacted by the Council on Legislation.

Revised May 4, 2005