

# **Rotary Club of Hilo Bay**

## **Bylaws**

### **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 nominees to the President for the offices of President, Secretary, Treasurer, four Avenues of Service Directors, Sergeant-At-Arms, and up to 10 Committee Chairs.

Upon presentation of the slate of nominees, the President shall call for further nominations from the floor. The nominees for the various officers and directors 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 remainder of the current year. The President-Elect shall assume office as President on the first day of July that next follows the election. 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 that next follows 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, director-elect or committee chair-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 up to twenty members of the Club, namely: the President, Vice-President (the immediate Past President), President-Elect, Secretary, Treasurer, Sergeant-At-Arms, four Avenues of Service Directors, and up to 10 Committee Chairs, all elected in accordance with Article I, Section 1 of these Bylaws. Committees or offices that are co-chaired shall have one vote on motions introduced at Board meetings.

## **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 membership records; record attendance at meetings; send out notices of Club, Board, and Committee meetings; record and preserve the minutes of such meetings; make the required reports to Rotary International, including the semi-annual reports of membership on January 1<sup>st</sup> and July 1<sup>st</sup> of each year; report changes in membership; provide the monthly attendance report, 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. 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.

Section 8 – ***Committee Chairs***. It shall be the duty of the Committee Chairs to plan, organize, coordinate, and direct the activities of the Club in areas specified in Article VII of these Bylaws. These may include (but are not limited to) the areas of Membership Development, Classifications, Rotary Information, Public Relations, Club Website, Club Newsletter, Fellowship, Program, New Generations, Rotary Youth Foundation, Interact, Rotaract, Rotary Foundation, and International Projects.

#### **ARTICLE IV – Meetings**

Section 1 – An annual meeting of the Club shall be held not later than the 31<sup>st</sup> 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. with fellowship time and ending at 7:45 a.m. 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 9, 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 thirty (30) minutes 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 thirty (30) minutes 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, makes up for a regular meeting. Participation through a club website in an interactive activity for no less than 30 minutes, within the period specified above, makes up for a regular meeting. Additional ways of making up for missed meetings are specified in the Rotary Club of Hilo Bay Constitution, Article 9, Sections 1 and 2. Failure to make up a missed meeting results in a member being assessed a fine as determined by the Board.

Section 4 – A member must attend or make up at least fifty (50) percent of Club regular meetings in each half of the year. Failure to meet this attendance percentage is cause for termination of membership, as specified in the Rotary Club of Hilo Bay Constitution, Article 12, 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 (2) members of the Board, due notice having been given.

Section 7 – A majority of the Board members, as specified in Article II, Section 1, 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.

Section 2 – The membership dues shall be 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 12, Section 3.

Section 4 – The Board shall consider hardship situations of members when a member has special difficulty and is unable to pay the Club dues and fees. The affected member shall submit a written request to the Board for consideration. If the Board approves this request, the waiver will be effective for either the first six or second six months of the Rotary Club year, which are July 1<sup>st</sup> to December 31<sup>st</sup> or January 1<sup>st</sup> to June 30<sup>th</sup>. The Board may also consider a second request to waive dues and fees with a second written request; however, this will be the final request approved. If a request to waive dues and fees is not approved by the Board, or if the affected member is still unable to pay Club dues and fees after two requests are approved, this will be considered a non-payment of dues and cause for termination of membership, as specified in the Rotary Club of Hilo Bay Constitution, Article 12, Section 3.

#### **ARTICLE VI – Method of Voting**

Section 1 – The business of this Club shall be transacted by *viva voce*\* 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 *viva voce* vote.

(\* *Viva voce* vote is defined as when Club voting is conducted by vocal assent.)

#### **ARTICLE VII – Formation of Committees**

Section 1 – The following standing committees represent the four Avenues of Service:

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

Section 2– The President may, subject to the approval of the Board, form the following committees on particular phases of Club Service (but is not limited to these):

- Website/Newsletter/Magazine Committee
- Membership Development/Classifications/Rotary Information Committee
- Public Relations Committee
- Fellowship Committee
- Program Committee

Section 3 – The President may, subject to the approval of the Board, form the following committees on particular phases of Vocational Service (but is not limited to these):

- New Generations/Interact/Rotaract Committee
- Rotary Youth Foundation Committee

Section 4 – The President may, subject to the approval of the Board, form committees on particular phases of Community Service (but is not limited to these):

- Grant Writing Committee
- Recycling-Reuse Committee

Section 5 – The President may, subject to the approval of the Board, form the following committees on particular phases of International Service (but is not limited to these):

- Rotary Foundation Committee
- International Projects Committee

Section 6 – The President shall be ex-officio a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 7 – 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 8 –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.

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 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.

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 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 coordinate the work of any committees that may be appointed on particular phases of international service. The International Service Director shall be responsible for regular meetings of the committee and shall report to the Board on all international service activities.

#### **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 prevents a forfeiture of membership; it does not give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other Rotary 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 Rotary Club of Hilo Bay Constitution is not computed in the attendance record of the Club.

#### **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. An audit 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 1<sup>st</sup> to June 30<sup>th</sup>, and for the collection of members' dues may be divided into two (2) semi-annual periods extending from July 1<sup>st</sup> to December 31<sup>st</sup>, and from January 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> 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 balanced 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) A prospective member shall be invited to at least three regular Club meetings by a sponsor, who is an active member of the Club, or by the Membership Committee. The sponsor or the Membership Committee will ensure proper introduction of the prospective member at each meeting, especially during fellowship time, to allow the prospective member to meet Club members, and vice versa. A prospective member can also be invited to participate in Club projects as part of the three meetings. After attending the third meeting or project, the prospective member will be asked if he/she would be interested in becoming a member of the Club, and if interested, a membership application form will be completed and submitted to the Club Secretary, with a copy to the Membership Committee. The Membership Committee will meet with the proposed member and sponsor to provide a brief orientation, which includes the history and Objects of Rotary, Club information, privileges and responsibilities of membership, financial and attendance requirements, and description of past and present Club projects. At the conclusion of this meeting, the proposed member is asked if he/she would like to continue with the application for membership. If affirmative, a classification is obtained from the Classifications Committee Chair and the application is submitted to the Club Secretary.

A transferring or former member of another Rotary Club may be proposed to active membership by the former club, the Club Membership Committee, or an active member of the Club. The transferring or former member will also be required to fill out the membership application form; however, at the discretion of the Membership Committee, an orientation meeting may not be required.

- (b) The President or Secretary shall request the Membership Committee to investigate and report to the Board on the eligibility of the proposed member to ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club constitution, from the standpoint of character, business and social standing, and general eligibility. The names provided as references on the membership application form and other related information may be used for this investigation.
- (c) The Board shall approve or disapprove within seven (7) days the recommendations of the Membership Committee and shall then notify the sponsor, through the Club Secretary, of its decision.
- (d) If the decision of the Board is favorable, the sponsor shall inform the proposed member of the Board decision and obtain permission for the proposed member's name and classification to be circulated to the Club for approval.
- (e) If no written objection (with justification) to the proposal is received by the Board from any Club member within seven (7) days following publication of the name of the proposed member, the proposed member, upon payment of the initiation fee, as prescribed in Article V of these Bylaws, shall be considered elected to membership.
- (f) If any objection is 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 elected member shall be formally inducted and introduced as a new member at a regular meeting of the Club.
- (h) At the induction of the new member, a packet of Rotary literature will be given to the new member. This packet will include The Basics of Rotary, the Club Bylaws, a membership card, and a Club certificate of membership. In addition,

the president or secretary will report the new member information to Rotary International and the District, 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 2 – Honorary Members. The name of a proposed candidate for Honorary Membership shall be submitted to the Board in writing and the election shall be in the same form and manner as prescribed for the election of an active member. However, the proposal may be considered at any regular or special meeting of the Board and 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, and 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 Constitution 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: December 30, 2009