

By- Laws of the Rotary Club of St. Simons Island

Article 1

Definitions

1. Board: The Club's Board of Directors
 2. Director: A member of the Club's Board of Directors
 3. Member: A member of the Club, other than an honorary member
 4. Quorum: The minimum number of participants who must be present when a vote is taken
 - a. 1/3 of the Club's members for Club decisions
 - b. a majority of the Directors for Club Board decisions
 5. RI: Rotary International
 6. Year: The 12-month period that begins on 1 July
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Article 2

Board

The governing body of this Club shall be the Board of Directors, elected in accordance with Article 3 of these By-Laws.

Article 3

Elections and Terms of Office

Section 1

Annual Election of Officers and Board

At the regular meeting of the Board of Directors in October, the Board shall appoint a Nominating Committee Chaired by the Past President who served two years prior to the current President. The Committee shall consist of the following:

- Committee Chair
- Current President
- President-Elect
- President-Nominee
- Immediate Past President
- Two other Past Presidents as selected by the Chair

In the event that the Past President who served two years prior is no longer a member of the Club or otherwise unavailable, the current Past Presidents' Representative will be asked to serve as Chair

On the first regular meeting of the Club in November, the Nominating Committee shall present a Slate of Nominees to consist of one (1) nominee each for:

President (who shall have been the current President-Elect)
President-Elect (who shall have been the current President-Nominee)
President-Nominee
Secretary
Treasurer
Sergeant-at-Arms
Three (3) nominees for Director

If directed by the Board the Nominating Committee shall also nominate an Assistant Sergeant-at-Arms, an Assistant Secretary, one or more Assistant Treasurers, and an Historian.

Such nominees must have been contacted and must have agreed to serve if elected. Furthermore, such nominees must qualify as follows:

1. must have a sincere and active interest in the Club
2. good attendance
3. must have demonstrated interest by having chaired a Committee or done outstanding work for the Club, etc.

At this first regular meeting in November when the Slate will be presented, it shall be announced that at the next following meeting, nominations may be made from the membership-at-large through the Nominating Committee. Qualifications for additional nominees are subject to the same conditions as outlined in the paragraph above. The Nominating Committee will verify the conformity of the candidate(s) to the aforementioned criteria and will then place the name(s) of the additional candidates in nomination.

At the annual meeting of the Club in December,

1. Nominations will appear on a ballot in alphabetical order under each office and be voted upon by written ballot
 - a. If only one candidate for each Office is being offered, the vote shall be by acclamation
2. The President, President-Elect, President-Nominee, Secretary and Treasurer shall be elected for one-year terms
3. The candidates receiving a plurality of the votes shall be declared elected to their respective office
4. The President-Elect elected in such balloting shall serve as Vice President
 - a. at the first regular meeting of the Club in the following November, he or she shall be nominated as President.
5. All Officers and Board members shall take office on the first day of July following their election.
6. Three directors shall be elected for two-year terms.
 - a. The three candidates receiving the most votes are elected
 - b. In the event of a tie for the vacancy or vacancies, successive votes are taken with the tied nominees as candidates until one (or more as needed) receives a plurality.

Section 2

Any office filled from the membership-at-large (other than Assistant Secretary, Assistant Treasurer, Assistant Sergeant-at-Arms and Historian) shall entitle the officer so elected to membership on the Board of Directors.

The immediate Past President shall also serve a two-year term as a member of the Board.

The President, Vice-President (President-Elect), and Directors shall not succeed themselves.

The Secretary, Assistant Secretary, Treasurer, Sergeant-at-Arms and Assistant Treasurer shall be limited to five (5) successive one-year terms.

Section 3

Vacancy in the Board of Director

A vacancy on the Board of Directors or in any Office shall be filled by action of the remaining Directors

Section 4

Consecutive Terms

No regularly elected member of the Board shall be elected to a consecutive term, but this shall not prevent the election to a regular term of a member who has been elected by the Board to serve out the term of another

Article 4

Duties of the Officers

Section 1

The President presides at Club and Board meetings

Section 2

The two immediate Past Presidents serve as Directors on the Board

Section 3

The President-Elect prepares for his/her year in office and serves as a Director

Section 4

The President-Elect (Vice President) presides at Club and Board meetings when the President is absent

Section 5

A Director attends Club and Board meetings and may Chair a Committee

Section 6

The Secretary maintains membership and attendance records

Section 7

The Treasurer oversees all funds and provides an annual accounting of them

Section 8

The Sergeant-at-Arms maintains order in Club meetings.

Section 9

The President-Nominee prepares for his/her year in office and serves as a Director

Article 5
Meetings

Section 1

An annual meeting of this Club shall be held no later than 31 December to elect the officers and directors who will serve for the next Rotary year. One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 2

The regular meeting of the Club shall be held each Tuesday at 1:00 pm with lunch service beginning 30 minutes prior to the meeting. Reasonable notice of any change or cancellation of the regular meeting will be given to all Club members.

Section 3

Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the President or upon the request of two Directors. A majority of Board members shall constitute a quorum of the Board.

**Article 6
Dues**

Section 1

The charge for admission fee and for dues shall be determined by the Board and submitted to the membership-at-large for ratification. A notice announcing any proposed dues change shall be announced at two regular meetings of the Club and be published in two issues of the SPRAY prior to the meeting at which a vote on ratification is taken.

Section 2

Dues shall be assessed quarterly on the first days of July, October, January and April. New members shall pay prorated quarterly dues, plus the admission fee upon the new Member's acceptance, except that no admission fee will be required of a transferring or former member of this or another Club joining this club under the provisions of the Standard Rotary Club Constitution.

Section 3 - Seasonal or Prolonged Absence

Any member who expects to be away from the Club for a period of three months or longer, may upon application for a Leave of Absence to the Board be excused from the meal portion of the dues.

**Article 7
Method of Voting**

The business of this Club is conducted by voice vote or a show of hands except in the election of officers and directors, which may be conducted by ballot, if necessary. The Board may also provide a ballot for a vote on some Resolutions.

**Article 8
Committees**

Section 1

Club committees coordinate their efforts to achieve the Club's annual and long-term goals. The President shall, subject to the approval of the Board, structure and appoint Standing Committees to cover the areas of Club Administration, Membership, Public Image & Communications, the Rotary Foundation and Club Service Projects, and any other areas as deemed necessary

Section 2

The President is an ex-officio member of all committees and, as such, has all the privileges of membership.

Section 3

Each committee's Chair is responsible for the regular meetings and activities of the Committee, supervises and coordinates its work, and reports to the Board on all committee activities

Article 9 Finances

Section 1

The Treasurer shall deposit all funds of the Club for which he or she is responsible in a bank or banks to be named by the Board and make regular monthly reports to the Board regarding transactions and cash balances.

Section 2

All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. The Board shall make a thorough review at the end of the year, June 30th, of all financial transactions.

Section 3

The fiscal year of this Club shall extend from July 1 to June 30, and for the collection of members' dues shall be divided into four quarterly periods.

Section 4

At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board. A copy of such budget shall be presented to the membership.

Section 5

All Officers and Directors should pay all regular dues and fees, except the Secretary and Treasurer.

Section 6

The Secretary and Treasurer will be exempt from paying their quarterly membership fees. The Secretary and Treasurer have the option to share their exemption with the Assistant Secretary and Assistant Treasurer, as they believe appropriate according to the division of duties.

Section 7

The Board shall set policies for the reimbursement of expenses incurred by Club Officers on Club business including required travel for training and district conferences.

Article 10

Method of Electing Members

The Club will have two categories of membership: active and honorary.

Section 1

Active Members

This Club shall be composed of adult persons who

1. demonstrate good character, integrity, and leadership
2. possess good reputation within their business, profession, and/or community
3. are willing to serve in their community and/or around the world.

Club members shall be encouraged to propose candidates for membership who meets these criteria and will agree to uphold the principles of Rotary.

The Board shall be responsible for developing and approving the policies and procedures, to be followed in approving and admitting new members to the club with said policies being published in the Policies and Procedures Manual in the Club records. In establishing such procedures, the Board shall insure that adequate notification is made available to active Members of each new applicant for membership in order to give any member wishing to comment on an applicant the opportunity to do so. The procedures shall also be designed to give new members sufficient orientation and training on the Club's activities and the principles of Rotary to assist them to become productive members of the Club.

SECTION 2

Honorary Members

Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to Honorary Membership in this Club. The term of such

Membership shall be as determined by the Board. Persons may hold Honorary Membership in more than one Club.

The name of a proposed candidate for Honorary 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 might 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 not to exceed two (2) negative votes are cast by the members of the Board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

Honorary Members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this Club. Such members shall not hold Classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this Club. No Honorary Member of this Club is entitled to any rights and privileges in any other Club, except for the right to visit other clubs without being the guest of a Rotarian.

Article 11 Amendments

These By-Laws may be amended at any regular Club meeting. Changing the Club Bylaws requires

1. sending written notice to each member 10 days before the meeting,
2. having a quorum present for the vote
3. having two-thirds of the votes support the change.

Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.
