

Bylaws of the Rotary Club Of Southcenter, Tukwila Washington

Article 1 Board of Directors and Officers

Section 1 — The governing body of this Club shall be the Board of Directors, consisting of twelve (12) members: Six (6) directors, three (3) of whom shall be elected each year for a two (2) year period, and one (1) of whom will be the acting Membership chair, the following Five (5) elected officers: President, President-Elect, Secretary, Treasurer, Sergeant at Arms, and the Immediate Past President who will act as an honorary Board member and Advisor to the Board.

Section 2 — In any matter concerning the Club in which the procedure has not been outlined in the Bylaws, the Board of Directors shall be empowered to take action.

Article 2 Election of the Board of Directors and Officers

Section 1 — Election of Officers. By the first meeting in November each year, the current Club President shall ask for nominations by members of the club for president (for the rotary year two years ahead), secretary, treasurer, and Sergeant at Arms.

Section 2 – Election of Directors. By the first meeting in November each year, the Club President shall ask for nominations by members of the club for the replacement of at-large Directors whose terms will be expiring at the end of that Rotary year. Directors shall serve two-year terms, which are staggered so that no more than (3) three Directors shall be elected in any one year.

Section 3 – Method of Election of Officers and Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for officer and board positions receiving a majority of the votes shall be declared elected to their respective offices. The president elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect. The office of president is a three-year board commitment, the first year as president-elect, the second year as president and the third year as immediate past president.

Section 4 — The Officers and Directors so elected, together with the immediate past president shall constitute the board of directors.

Section 5 — A vacancy in the officers, board of directors, directors-elect or any office shall be filled by action of the current president, with approval of the board.

Section 6 — 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 3 Duties of Officers

Section 1 — President. It shall be the duties of the president to preside at meetings of the club and board and to perform such 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 member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board. It shall be the duty of The President-elect to preside at meetings of the club and board in the absence of the president and perform such other duties as ordinarily pertain to the President-Elect's office.

Section 3 — Secretary. It shall be the duty of the secretary to keep the 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 RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month, , and perform such 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, collect and remit to RI subscriptions to THE ROTARIAN, accounting for same to the club monthly and at any other time upon demand by the board and to perform such 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. The Treasurer shall follow all financial policies and procedures adopted and approved by the Board

Section 5 — Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

Section 6 – Past President. The duties of the past president shall be to serve as advisory and mentor to the president and the Board of Directors and shall be responsible for the club's compliance and interpretation of the bylaws. The immediate past president shall serve as an honorary member of the board.

Article 4 Meetings

Section 1 — Annual Meeting. An annual meeting of this club shall be held on the second Monday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 — The regular weekly meetings of this club shall be held on Mondays at 12:00 noon. 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 1 and 2 of 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, article 8, sections 1 and 2.

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 Wednesday of each month, or on a different day upon agreement of the board as may be changed from time to time. 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 5 — A majority of the board members shall constitute a quorum of the board.

Article 5 Fees and Dues

Section 1 — Prior to admission to the Club, each new member shall pay an initial fee in an amount to be established from time to time by the Board of Directors.

Section 2 — Membership dues shall be paid in full annually on or before the 31st day of July or semi-annually, one-half on or before the 31st of July and one-half on or before the 31st day of January of the following year. The Board of Directors shall notify the members of the amount of the local annual dues not less than thirty days prior to the due date. Rotary International and District dues will be included in the membership fee.

Section 3 — The Board of Directors shall adopt policies and procedures providing for initiation fees, dues, assessments, late fees and other charges. Proposed assessments must be brought up for discussion at the Board of Directors meeting and approved by a two-thirds (2/3) vote of all members of the Board of Directors. Approved assessments, late fees and other charges are subject to the same regulations as dues unless modified by the Board of Directors.

Section 4 — "Honorary membership" is a distinction of meritorious service in the furtherance of Rotary ideals and for those person considered a friend of Rotary for the permanent support of Rotary's cause. Honorary membership is the highest distinction that a club may bestow and should be conferred only in exceptional cases. Those members who the board believes should be honored will be voted on by the board and shall be exempt from all dues and fines for the current Rotary year. An honorary member is voted on by the Board every Rotary year. In addition a member holding this status shall not hold the privilege to vote but shall enjoy all the other privileges of the club.

Section 5 — All regular active members of this club will be encouraged to be sustaining contributors to the Paul Harris Foundation by contribution at least \$100 each year of membership to the foundation. This contribution will be billed with the annual dues and are due in the same months as specified in Article 5 section 1.

Article 6 Method of Voting

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 business of the board can be transacted by viva voce vote, written means, and electronic communication. Votes of board members will be allowed by written proxy.

Article 7 Committees

The Four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Club committees will be charged with carrying out the annual and long range goals of the club as set forth by the President and the Board of Directors. Each committee chair shall be responsible for holding regular meetings and reporting the minutes of said meetings to the Board of Directors at the regular monthly board meeting.

The President of the Board will be responsible to declare and appoint members to act as chairs of committees that President deems appropriate to assist in meeting the goals and objectives of the Club.

Article 8 Leave of Absence

Section 1 - 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.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of article 8, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article 9 Finances

Section 1 — Prior to 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.

Section 2 — The treasurer shall deposit all funds of the club in some bank to be named by the board, or as agreed upon by the recommendation of the Treasurer and approved by the board.

Section 3 — All bills shall be paid only by checks signed by the treasurer, president or president-elect and by two of the three for checks over \$2,000. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 4 — 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 5 — The fiscal year of this club shall extend from July 1st to June 30th and for the collection of members' dues shall be divided into two (2) semiannual 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 RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Article 10 Method of Selecting Members

Section 1 — The name of a prospective member, proposed by an active member of the club in good standing, 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 for the time being 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 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 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 president of the board and the membership chair from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), 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 fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 — Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

Article 11 Resolutions

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 12 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present at the annual meeting, or at a specially called meeting by providing notice of such proposed amendment mailed 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 club constitution and with the constitution and bylaws of RI.

Article 13 Order of Business

Section 1. - There shall be no fixed order of business.

Section 2. - Any motion or resolution calling for an expression in the name of the Club upon any measure, plan or project, shall not be voted upon at the same meeting at which the motion is presented, unless it be first approved by the Board of Directors for immediate passage. This restriction shall not apply to matters relating to the conduct of the internal affairs or routine business of the Club. The President shall determine what matters come within this restriction.

Article 14 Construction

Section 1. - Unless some other meaning is apparent from the context, the plurals shall include the singular and vice versa, and masculine, feminine and neuter words shall be used interchangeably.

Article 15 Rules of Order

Section 1. - In the absence of any provision of these Bylaws to the contrary, all meetings of the Club, Board of Directors and committees shall be governed by the parliamentary rules and usages contained in the then current edition of Robert's "RULES OF ORDER NEWLY REVISED".