Rotary Club of Senoia Bylaws

Article 1: Definitions

Section 1 – Board. The Board of Directors of this Club. (2/24/2014)

Section 2 – Director. A member of this Club's Board of Directors. (2/24/2014)

Section 3 – Member. A member, other than an honorary member, of this Club. (2/24/2014)

Section 4 – Adult. A person age 18 years of age or older (2/24/2014)

Section 5 – RI. Rotary International. (2/24/2014)

Section 6 – Year. The twelve-month period that begins on 1 July. (2/24/2014)

Section 7 – Honorary Member. 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 RotaryÕs cause may be elected to honorary membership in this Club. (2/24/2014)

Article 2: Board

The governing body of this Club shall be the Board consisting of thirteen (13) members of this Club, namely, seven (7) Directors Elected in accordance with Article 3, Section 1, of these bylaws and the President, President-Elect, Secretary, Treasurer, Sergeant-At-Arms and the Immediate Past President.

Article 3: Election of Directors and Officers

Section 1 – Nominations. At a Board Meeting prior to November 1st of each year, the President Elect will, after determining if the candidates meet the criteria set forth, present his/her nominations for President-Elect Nominee, Secretary, Treasurer, Sergeant-At-Arms and seven (7) Directors. Once the Board and Directors have approved the nominations, they shall be presented to the membership and they shall be voted on at a meeting held prior to November 28th of each year. At this time, the presiding officer shall ask for any additional nominations from the floor by members each of the Officers and Directors. If there is more than one candidate for each of the Board positions, the candidate receiving a majority of votes shall be declared as elected for the respective position. If there are more than seven (7) candidates for Director, the seven (7) candidates receiving a majority of the votes shall be declared elected as directors. (2/24/2014)

Section 2 – Board/Officer Vacancies. A vacancy in the Board or any office shall be filled by action of the remaining directors with another Past President. (2/24/2014)

Section 3 – Elect Vacancies. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect first with the any of the candidates that were in the original nominations or by going thru the nominating process again. (2/24/2014)

Article 4: 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. The President is encouraged to attend District Assembly, District Conference and any other District event and attend all required events as set forth by District or Rotary International. (2/24/2014)

Section 2 – Immediate Past President. It shall be the duty of the Immediate Past President to serve as a Director and to perform such other duties as may be prescribed by the President or the Board. In addition, the Immediate Past President shall preside at the meetings of the Club and the Board in the absence of the President and President-Elect. (2/24/2014)

Section 3 – 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. In addition, the President Đ Elect shall serve as the Fundraising Chair and preside at the meetings of the Club and the Board in the absence of the President. Also, the President-Elect is to review the by-laws with his/her incoming Board and Directors for any needed updates or changes. The President Elect is encouraged to attend the District Conference and District Assembly. (2/24/2014)

Section 4 – President-Elect Nominee. It shall be the duty of the President Nominee to learn over the course of the year the duties of President Đ Elect and President. Also, to qualify for this position you should have one (1) year of service as a Rotarian, is encouraged to have graduated from Rotary Leadership Institute prior to taking office as President, in good standing with the club, support Rotary Foundation, attendance at one (1) District Conference or one (1) International Conference and able to attend District Assembly for training and any other functions necessary of club (i.e. District Conference, Foundation, Literacy Conference, and President Elect Training Session). (2/24/2014)

Section 5 – 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; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports 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, report changes in membership; provide the monthly attendance report, which shall be made to the District Governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary. In addition, the Secretary will report the minutes of Board Meetings to the membership at Club Assembly for that month or if there is not a scheduled Club Assembly for that month, then they will be required to report at the next meeting of the Club. Upon retirement all minutes and information should be turned over to the incoming Secretary. It is also encouraged that the Secretary attend District Assembly for training. (2/24/2014)

Section 6 – Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Board at Board Meetings or at any other time upon demand by the Board, reporting to the Club at the next scheduled Club Assembly for that month or if there is not a scheduled Club Assembly for that month, they will be required to report at the next meeting of the Club and performing 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, or any other Club property. It is also encouraged that the Treasurer attend District Assembly for training. (2/24/2014)

Section 7 – 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. The duties are as follows, but not limited to Đ Prayer, Leading the Pledge of Allegiance, Leading the 4-Way Test, Recognizing Member Milestones both personally and with Rotary, Sympathy information, Inspirational items, Sunshine Dollars and set-up for the weekly Club meetings. It is also encouraged that the Sergeant-At-Arms attend District Assembly for training. (2/24/2014)

Article 5: Duties of Directors

Section 1 – Leaders. The Directors for the Rotary Club of Coweta-Fayette shall serve as leaders within the ClubÕs Òfunctional groupingÓ committee structure as defined in Section 2 of this Article. The Directors may establish any other committee leadership position that the Club deems necessary. Said Directors shall be elected as specified in Article 3 of these By-Laws. (2/24/2014)

Section 2 – Areas. Each Club Director shall serve as the Director of one of the following functional areas: Membership, Community Service Projects, New Generations, Rotary Foundation, International Service Projects, Public Relations and Club Administration. A set of committees will be established within each of these functional areas as designated by the Directors as appropriate to accomplish the goals and objectives of the Club and Rotary International. (2/24/2014)

Article 6: Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on or prior to the last regular meeting date in November, at which

time the Election of Officers and Directors to serve for the ensuing year shall take place, in accordance with Article 3, Section 1 of these By-Laws. (2/24/2014)

Section 2 – Regular Meetings. The regular weekly meeting shall be held at a date and time determined by the Board of Directors and ratified by majority vote of the members present and voting at a meeting called for that purpose, upon reasonable notice. 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 VII, Section 3 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 memberÕs 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. Club members, age 65 or older, may elect to seek ÒRule of 85Ó (the aggregate of the memberÕs age and years of membership in one or more Clubs) status and ask, in writing, to be excused from attendance requirements by the Board of Directors. (2/24/2014)

Section 3 – Quorum at Regular and Annual Meetings. Fifty percent (50%) plus one (1) of the membership shall constitute a quorum at the annual and regular meetings of this Club. (2/24/2014)

Section 4 – Board Meetings. Regular meetings of the Board shall be held monthly as determined by the Board. 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 of Directors, due notice having been given. (2/24/2014)

Section 5 – Quorum at Board Meetings. Seven (7) of the thirteen (13) of the Board of Directors shall constitute a quorum of the Board. (2/24/2014)

Article 7: Fees and Dues

Section 1 – Dues. All membership fees and dues to be assessed from the members shall be determined periodically by the Board of Directors based on predicted expenses and pragmatic economic principles. (2/24/2014)

Section 2 – Admission Fee. Club membership fees will include an admission fee to be paid before the applicant can qualify as a new member. Rotarians, in good standing, transferring membership from another Club shall be exempt from the admission fee. (2/24/2014)

Article 8: Method of Voting

Section 1 – Voice Vote. The business of this Club shall be transacted by voice vote. The Board of Directors may determine that a specific resolution be considered by ballot rather than voice vote. (2/24/2014)

Section 2 – Special Arrangements. Committees and the Board of Directors may make special arrangements, on an occasional or special circumstance basis, to take votes via Electronic means (e-mail, telephone voice mail, etc.). (2/24/2014)

Article 9: Five Avenues of Service

The five (5) Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, International Service, and Youth Service. This Club will be active in each of the five (5) Avenues of Service.

Article 10: Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the Club based on the five (5) Avenues of Service. The President-Elect, President, and Immediate Past President should work together to ensure continuity of leadership and succession planning. When feasible, Committee Members should be appointed to the same committee for one (1) year to ensure consistency. The President-Elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start

of the year in office. It is recommended that the Chairperson have previous experience as a member of the committee. Club members serving on all committees are expected to actively participate in committee business and attend meetings. Any member with two or more unexcused absences from committee meetings, following notice of such absences, can be replaced by the Club President, after consultation with the Committee Chairperson. Standing committees should be appointed as follows: * **Membership:** This committee should develop and implement a comprehensive plan for the recruitment and retention of members. * **Club Public Relations:** This committee should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities. * **Club Administration:** This committee should conduct activities associated with the effective operation of the Club. The areas that will also fall under this committee will be Website and Facebook pages, Fundraising and Awards. * **Service Projects (International and Community):** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries. * **The Rotary Foundation:** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. * **Youth Service :** This committee should develop and implement plans to support programs that have a direct impact for the Youth Service of Rotary. * **Programs:** This committee should develop and implement programs that will consider the objectives of Community Service, International Service, Vocational Service, Membership, Rotary Foundation, Youth Service and Club Administration. Additional ad hoc committees may be appointed as needed. (a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon. (b) Each committee shall transact its business as is delegated to it in these 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 and approved by The Board. (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

Article 11: Duties of Committees

The duties of all committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall reference appropriate RI materials and the Five (5) Avenues of Service when developing plans for the year. The Community Service and International Service Project Committees will consider Vocational Service, Community Service, and International Service objectives when developing plans for the year. The Membership, Rotary Foundation, Public Relations and Club Administration Committees will consider Club Service objectives when developing their plans. The Youth Service will consider Youth Service objectives when developing their plans and Programs will consider the objectives of Community Service, International Service, Vocational Service, Membership, Rotary Foundation, New Generations and Club Administration when developing their plans. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the President-Elect to provide the necessary leadership to prepare a recommendation for Club committees, mandates, goals, and plans for presentation to the Board in advance of the commencement of the year as noted above.

Article 12: Leaves of Absence

Section 1 – Application Process. Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing the member from attending the meetings of the Club for a specified length of time. (2/24/2014)

Section 2 – Reasons. Leaves of absence will not generally be granted for any reason; however, in extraordinary circumstances, the Board shall have the power, in its discretion, to grant a leave of absence to a member. A limited medical leave of absence may be granted for a major illness upon written request to the Board. Each member shall continue to pay active dues. A member granted a leave of absence shall not be dismissed from the Club for failing to attend meetings during the period covered by the leave of absence. 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, seconds 3 and 4 of the standard Rotary Club constitution is not computed in the attendance record of the Club. (2/24/2014)

Article 13: Finances

Section 1 – Budget. Prior to the beginning of each fiscal year, the Board shall establish a budget of estimated income and expenditures for the 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 two separate parts: one in respect of Club operations and one in respect of charitable/service operations. (2/24/2014)

Section 2 – Bank. The Treasurer shall deposit all Club funds in a bank to be named by the Board of Directors. (2/24/2014)

Section 3 – Check Signing. All bills shall be paid only by checks signed by the Treasurer or the President. (2/24/2014)

Section 4 – Annual Review. A thorough review of all financial transactions by a qualified person shall be made once each year. (2/24/2014)

Section 5 – Bond. Officers having charge or control of Club funds shall give bond as required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club. (2/24/2014)

Section 6 – Fiscal Year. The fiscal year of this Club shall extend from July 1st to June 30th. The payment of dues to Rotary International 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 RI official magazine subscriptions shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates. (2/24/2014)

Article 14: Method of Electing Members

Section 1 – Eligibility. Adult persons of good character and good business and professional reputation are eligible for membership in the Rotary Club Coweta-Fayette. The name of a prospective member, proposed (sponsored) by an active member of the Club, 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 Club membership chairperson may seek certification from the former Club that the former member was in good standing with that Club. The proposal shall be kept confidential except as otherwise provided in this procedure. (2/24/2014)

Section 2 – Requirements. The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club constitution. (2/24/2014)

Section 3 – Approval. The Board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the sponsor, through the Club Secretary, of its decision. (2/24/2014)

Section 4 – Rotary Information. 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 through a Rotary Information meeting. 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. (2/24/2014)

Section 5 – Election. 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 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. (2/24/2014)

Section 6 – Induction. Following the election, the President shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI 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 committee. (2/24/2014)

Section 7 – Honorary Members. The Club may elect, in accordance with the standard Rotary Club constitution, honorary members proposed by the Board. (2/24/2014)

Article 15: Resolutions

No resolution or motion to commit the 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 16: Order of Business

* Meeting called to order by President * Prayer led by Sergeant At Arms * Pledge led by Sergeant At Arms * Four Way Test led by Sergeant At

Arms * Introduction of Visitors led by Sergeant At Arms * Sunshine Dollars led by Sergeant At Arms * Inspiration led by Sergeant At Arms * Birthdays, Anniversaries, Sympathy's, correspondence, other announcements, and Rotary information led by President. * Committee reports by each Chair * Any unfinished business led by President * Any new business led by President * Introduction of Speaker by President * Program or if assembly, then working on topic of the assembly * Door Prize led by President * Reminder of next week's meeting, led by President * Adjournment by President

Article 17: Amendments

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 mailed or emailed to each member at least ten (10) days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the standard Rotary Club Constitution and with the Constitution and By-Laws of RI.