

**Bylaws of the Rotary Club of the
Lowcountry, Beaufort, South Carolina**

Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Officers: The President, Immediate Past President, President Elect Nominee (PEN), Secretary and Treasurer authorized under Article 2 of these by-laws.
3. Director: A non-officer member of this club's Board of Directors authorized under Article 2 of these by-laws.
4. Member: A member, other than an honorary member, of this club.
5. Member in Good Standing – A member who has paid their annual dues or is in compliance with a payment plan authorized by the Board. A member who is more than three (3) months in arrears in a monthly payment plan shall not be in good standing. Only members in good standing may vote on any matter requiring action by the club including, but not limited to, annual elections.
6. RI: Rotary International.
7. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of 5 (five) members of this club, namely, the President, Immediate Past President, PEN, Secretary, Treasurer. At the discretion of the board, also added will be the 6 (six) Directors elected in accordance with Article 3, Section 1 of these bylaws. The PEN and the Sergeant-at-Arms shall be ex-officio members of the board.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations from the nominating committee or from the floor or by both as the club may determine for PEN, Secretary, Treasurer, and six (6) Directors. Three (3) of the six (6) Directors elected for 2012-2013 shall serve a one (1) year term and the remaining three (3) shall serve a two (2) year term. The nominating committee will be composed of the immediate Past President and two former Presidents to be appointed by the PEN. 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 PEN, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 6 candidates in 2012-2013 and 3 candidates thereafter for Director receiving a majority of the votes shall be declared elected as Directors. The candidate for President Elect in such balloting shall be the PEN. The PEN shall take the title of President-Elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the PEN shall assume office as President.

Section 2 – The officers and directors shall constitute the Board of Directors of the club. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as Sergeant at-Arms.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining Directors.

Section 4 – A vacancy in the position of any Officer-elect or Director-Elect shall be filled by action of the remaining Directors-Elect.

Section 5 – Elected directors shall be elected for two year terms. Director terms will be staggered with 3 to expire each year. A director may not be elected to successive terms.

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 shall also select the Rotarian of the Year.

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.

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.

Section 4 – *Secretary*. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; record and preserve the minutes of such meetings and provide board approved minutes to the membership within 14 days; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have 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. The Secretary, with the advice of the Treasurer, shall also certify to the Board and members present the status of all members in good standing prior to any vote authorized or required by these by-laws.

Section 5 – *Treasurer*. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the club annually, make monthly written financial report to the board and at any other time upon demand by the board, and to perform 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.

Section 6 – *Sergeant-at-Arms*. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office; send out notices of club, board, and committee meetings; and other duties as may be prescribed by the president or the board. The Sergeant-at-Arms is an ex-officio member of the board.

Article 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club shall be held no later than second Friday of 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 Friday at 7:30 am. 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 pursuant to the Rotary Club of the Lowcountry 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 Rotary Club of the Lowcountry constitution, article 9, sections 1 and 2.

Section 3 – One-half of the membership in good standing shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Regular monthly meetings of the Board shall be held at place and time established by incoming Board. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given. An agenda for regular monthly meeting of the Board shall be made available at least three (3) days prior to the Board meeting.

Section 5 – A majority of the Board members, excluding ex-officio members, shall constitute a quorum of the Board.

Section 6 – Board members are required to attend all regularly scheduled meetings of the Board unless for good and sufficient reason are unable to attend; any Board members missing three (3) or more regularly scheduled Board meetings may be removed from the Board by a majority of the other Board members provided there is a quorum present.

Article 6 Fees and Dues

Section 1 – The admission fee shall be \$ 50.00 to be paid before the applicant can qualify as a member, except as provided for in the Rotary Club of Lowcountry constitution, article 11.

Section 2 – The membership dues shall be \$ 582.00 per annum. The Board of Directors may authorize the payment of annual dues by members in lump sum or periodic installments. Periodic installments may be authorized in no less than monthly payments. A portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Section 3 – The admission fee and membership dues are subject to change by a vote of the membership.

Article 7 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 board may determine that a specific resolution or amendment to by-laws or appeal be considered by ballot rather than by *viva voce* vote. Only members in attendance and good standing may vote. Electronic voting by the Board may be utilized for approval of minutes and other routine items not normally requiring discussion. Objections by any Board member to vote by electronic method will be considered for a specific vote.

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)

Article 8 Avenues of Service

The 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 New Generations Service. This club will be active in each of the Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The PEN, President, and immediate Past President should work together to ensure continuity of leadership and succession planning. The President shall appoint an elected director to serve as chairperson of each standing committee. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The PEN 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 chair has previous experience as a member of the committee. Standing committees shall be appointed and reflect the Avenues of Service as follows:

Membership- This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.

Club Service/Administration- This committee shall plan and conduct activities associated with the effective operation of the club; planning for speakers, preparing weekly bulletin and social events of the Club shall all be part of the responsibilities of this committee.

Vocational- This committee shall work with the Club Service /Administration committee for the regular presentation by members of occupational talks; it will also work to recognize community members for their service to the community. This committee will select the Bill Cox New Teacher of the Year using criteria already established.

Community/Public Image- This committee shall develop and implement educational, humanitarian, and vocational activities that enhance the community; this group shall develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.

International/Rotary Foundation- this committee shall promote international activities of Rotary (such as Polio Plus); it shall also develop and implement plans to support the Rotary Foundation through both financial contributions and program participation.

New Generations- this committee shall develop and implement plans to bring the activities and values of Rotary to a new generation of potential Rotarians, this may take place through activities such as Interact or Rotaract or other activities that seek to involve younger members of the community. This committee shall select the Rotarian Scholarship winners each year using established criteria.

Ways and Means-The Ways and Means Committee shall be convened each year to recommend expenditure of funds raised by the club through its activities during the previous fiscal year of the

Club. The Ways and Means Committee shall initiate its work at the close of the fiscal year (June 30th) and shall make recommendations to the board no later than September 1st. Membership of the Ways and Means Committee shall be: immediate past president who shall act as chair of the committee; the last four (4) past presidents who are still active members of the Club; and the treasurer who shall act in an ex-officio capacity. If the treasurer is one of the last four (4) past presidents he/she shall have a vote; there shall be only five (5) voting members on the committee. The board shall act on the recommendations from the Ways and Means Committee at its meeting in September. A report to the club shall be made following a vote by the board to accept or modify the recommendation(s) of the Ways and Means Committee. All funds will be distributed no later than the last Friday at club meeting in October.

Additional ad hoc committees may be appointed as needed. The President, with notification to the Board, may appoint members to ad hoc committees as determined necessary. Such committee shall have a defined purpose, membership and timeline for its activities. Ad hoc committees shall not carryover to a new year without reappointment by the new President.

(a) The President shall be an *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 10 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 Avenues of Service when developing plans for the year. 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 11 Leave of Absence

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 no longer than twelve months. No member may vote in club activities during any period in which they have been granted a leave of absence.

(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 the Rotary Club of the Lowcountry Constitution is not computed in the attendance record of the club.)

Article 12 Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare 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.

Section 2 – The Treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the Treasurer in the ordinary course of business subject to his report and review by the Board. Other authorized Officer may pay bills only when approved by two other Officers or Directors. The Treasurer shall be authorized to make such other disbursements in the course of business as may be authorized by the Board.

Section 4 – A thorough review of all financial transactions by a qualified person and the club President shall be made once each year.

Section 5 – 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.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 13 Method of Electing Members

Section 1 – The name of a prospective member, proposed 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 proposal 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 Rotary Club of the Lowcountry 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 by attending a mandatory orientation, 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 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.

Section 6 – 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 club project or function.

Section 7 – The club may elect, in accordance with the Rotary Club of the Lowcountry constitution, Article 7, Section 6, honorary members proposed by the Board.

Article 14 Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 15 Order of Business

- Meeting called to order.
- Introduction of visitors.
- Correspondence, announcements, and Rotary information.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

Article 16 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all members in good standing present, provided that notice of such proposed amendment shall have been mailed to each member at least thirty (30) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the Rotary Club of the Lowcountry constitution and with the constitution and bylaws of RI.

Date Adopted by Board and Membership _____ *R. H. [Signature]* *6/15/12*
President _____ *R. H. [Signature]*