Rotary Club of East Cobb Bylaws

Article 1: Definitions

Section 1 – Board. The Board of Directors of this club. (7/1/2018)

Section 2 – Director. A member of this club's Board of Directors. (7/1/2018)

Section 3 – Member. A member, other than an honorary member, of this club. (7/1/2018)

Section 4 – RI. Rotary International. (7/1/2018)

Section 5 – Year. The twelve-month period that begins on 1 July. (7/1/2018)

Article 2: Board of Directors

The governing body of this club shall be the board consisting of no less than ten (10) and no more than twelve (12) members of this club, namely, five (5) to seven (7) directors, elected in accordance with article 3, section 1 of these bylaws, and the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

Article 3: Election of Directors and Officers

Section 1 – Nominating Committee. The President elect will solicit members to fill positions during their year just after the start of the Rotary year. At a regular meeting in October the President shall ask interested members to contact the nominating committee regarding their interest in serving or for nominations for president, president-elect, secretary, treasurer, and five (5) to seven (7) directors. The nominating committee, whose members are the immediate past president as chair, the previous two past presidents, the president-elect, and the current president, will meet before the 15th of November and review the nominations from the President-elect and the membership. The nominating committee will extend an invitation to members to be slated for an office on the Board for the following year. The nominating committee will present the slate of officers and directors to the membership before December 15th. A majority of aye or nay votes shall determine the ratification of the slate presented. (7/1/2018)

Section 2 – Board Members. The officers and directors, so elected, together with the immediate past president shall constitute the board. The board-elect will meet periodically over the next six months and fill the non-board positions such as, sergeant of arms, program chair and fundraising and service project chairs. (7/1/2018)

Section 3 – Board Vacancy. A vacancy in the board of any office shall be filled by action of the remaining Board Members. (7/1/2018)

Section 4 – Officer Vacancy. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining Board Members-elect. (7/1/2018)

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 pertains to the office of the president. (7/1/2018)

Section 2 – President-Elect. It shall be the duty of the president-elect to serve as an officer and to perform such other duties as may be prescribed by the president or the board. (7/1/2018)

Section 3 – Immediate Past President. It shall be the duty of the immediate past president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertains to the office. (7/1/2018)

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; report as required to RI, including the semiannual reports of membership of 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. (7/1/2018)

Section 5 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually 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. (7/1/2018)

Article 5: Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held before December 15th each year, at which time the election of officers and directors to serve for the ensuing year shall take place. (Note: Article 5, section 2 of the Standard Rotary Club Constitution provides that “An annual meeting for the election of officers shall be held not later than 31 December…”) (7/1/2018)

Section 2 – Regular Meetings. The regular weekly meetings of this club shall be held on Wednesday at 7:00 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 article 8, sections 3 and 4 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. (7/1/2018)

Section 3 – Quorum. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club. (7/1/2018)

Section 4 – Board Meetings. The board will meet a minimum of 9 times each year. The Board-elect will meet before May 31 of the previous year and determine a reoccurring day of the month to meet and to set the calendar for next year’s meetings. 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. (7/1/2018)

Section 5 – Board Quorum. A majority of the Board Members shall constitute a quorum of the board. (7/1/2018)

Article 6: Fees and Dues

Section 1 – Admission. The admission fee shall be $250.00 to be paid before the applicant can qualify as a member. (7/1/2018)

Section 2 – Dues. The membership dues shall be $940.00 per annum, payable quarterly with the understanding that a portion of each quarterly payment shall be applied to each member’s subscription to the RI official magazine. (7/1/2018)

Article 7: Method of Voting

The business of this club shall be transacted by voice vote or a show of hands. The board may determine that a specific resolution be considered by ballot rather than by viva voce vote. (Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)

Article 8: Four Avenues of Service

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

Article 9: Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. 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 chair have previous experience as a member of the committee. Standing committees will be chaired by directors should be appointed as follows:

Section 1 – Membership. This committee should develop and implement a comprehensive plan for the recruitment and retention of members. (7/1/2018)

Section 2 – 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. (7/1/2018)

Section 3 – Club Administration. This committee should conduct activities associated with the effective operation of the club. (7/1/2018)

Section 4 – Service Projects. This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries. (7/1/2018)

Section 5 – The Rotary Foundation. This committee should develop and implement plans to support the Rotary Foundation through both financial contributions and program participation. (7/1/2018)

Article 10: Duties of Committees

Section 1 – Additional Committees.. Additional ad hoc committees may be appointed as needed. The president shall be ex-officio a member of all committees and, as such, shall have all the privileges of membership thereon. Each committee shall transact 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. 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. (Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed.) (7/1/2018)

Section 2 – Presidential Direction. 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. The service projects committee will consider the Avenues of Vocational Service, Community Service, and New Generations when developing plans for the year. (7/1/2018)

Section 3 – Goals & 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. (7/1/2018)

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 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 12: Finances

Section 1 – Budget. 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. (7/1/2018)

Section 2 – Banking Relationships. The treasurer shall deposit all club funds in a bank, named by the board. The club transactions funds shall be divided into two separate parts: club operations and service projects. There are two bank accounts the operating account and the restricted account shared by the Cobb Community Foundation. The latter account is for donations that are donor restricted and require a 501 (c) (3) designation. Additional accounts may be set up at the request of the Board to track specific fundraising activities. (7/1/2018)

Section 3 – Bills. All bills shall be paid by the treasurer or other authorized officer, unbudgeted expenses must be approved by two other officers or directors. (7/1/2018)

Section 4 – Annual Review. A thorough review of all financial transactions by a qualified person shall be made once each year. (7/1/2018)

Section 5 – Bonding. 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. (7/1/2018)

Section 6 – Fiscal Year. 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 four (4) quarterly periods extending from 1 July to 30 September, 1 October to 31 December, 1 January to 31 March, 1 April 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 membership of the club on these dates. (7/1/2018)

Article 13: Method of Electing Members

Section 1 – Board Review. The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the membership committee chair. 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. The board shall ensure that the proposal meets all the classification and membership requirements of the Standard Rotary Club Constitution. (7/1/2018)

Section 2 – Board Approval. The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the membership committee chair of its decision. (7/1/2018)

Section 3 – Club Review. 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. (7/1/2018)

Section 4 – 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. (7/1/2018)

Section 5 – Induction. Following the election, the president shall arrange for the new member's induction, membership pin, 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. (7/1/2018)

Section 6 – Honorary Members. The club may elect, in accordance with the Standard Rotary Club Constitution, honorary members proposed by the board. (7/1/2018)

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

1. Meeting called to order.
2. Introduction of visitors.
3. Correspondence, announcements, and Rotary information. Committee reports if any.
4. Club Business.
5. Address or other program features.
6. Adjournment.

Article 16: 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 made available 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 Standard Rotary Club Constitution and with the constitution and bylaws of RI.