

BYLAWS

ROTARY CLUB OF CHARLESTON

CHARLESTON, WEST VIRGINIA

Article I Board of Directors

Section 1 - The governing body of this club shall be the Board of Directors, elected in accordance with Article II, Section 1 of the bylaws.

Article II Election of Directors and Officers

Section 1 - At a regular meeting of the club in November of each year the members of the Nominating Committee shall be announced. At the first regular meeting of the club in December the Nominating Committee shall report its nominations of candidates for the Board of Directors, which shall consist of a slate of candidates equal to the number of Board seats up for election, and the Chairman of the Nominating Committee shall call for nominations from the floor. If there are no nominations from the floor, the Chair may receive a motion to accept the proposed slate by acclamation, and without objection, the candidates shall be declared elected. If additional nominations are made from the floor, The nominations by the Nominating Committee and any nominations from the floor shall be placed alphabetically upon a ballot and voted for at the next regularly scheduled ~~annual~~ meeting with the candidates securing the highest number of votes, equal to the number of Board seats up for election, ~~shall be~~ declared elected. In addition to the candidates elected, the retiring President shall be an ex officio Board member and the President-elect shall become President of the newly elected Board.

Section 2 - The Board of Directors-elect shall ~~meet within two (2) weeks after the annual meeting and shall~~ elect from its members a President, President-elect, Secretary and Treasurer, provided, however, that the Board at its discretion, may elect as Secretary, or as Treasurer, or both, members (or a member) of the club who are not members of the Board of Directors-elect and may elect a Sergeant-at-arms from the membership of the club at the Executive Board meeting immediately following the annual meeting.

~~Section 3 - The remaining members of the Board shall fill a vacancy in the Board of Directors or any office. REMOVED~~

Section 4 - The term of a Director shall be three (3) years, provided, however, that the election of a board member to the position of president-elect or president shall automatically extend the board member's term on the Board of Directors for the term of the office. Such an extension shall not bar the election of a new Board of Directors member to the Board seat that would have otherwise been open but for the extended term of the officer.

Section 5 - If any officer or board member vacates his or her position, the remaining members of the Board of Directors shall appoint a replacement.

Section 6 – If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Article III Duties of Officers

Section 1 - President. It shall be the duty of the President to preside at meetings of the club and Board of Directors and to perform such other duties as ordinarily pertain to the office. The President shall have a one-year term.

Section 2 - President-elect. It shall be the duty of the President-elect to preside at meetings of the club and Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to the office. The President-elect shall have a one-year term before ascending to the office of the President.

Section 3 - Secretary. It shall be the duty of the Secretary to oversee the administrative 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 Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the District Governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to The Rotarian magazine, and perform such other duties as usually pertain to the office. The President, with the Executive Board's approval, may designate a club administrator to perform the duties of Secretary. ~~(Or the president shall designate a club administrator to perform the duties of secretary.)~~

Section 4 - Treasurer. It shall be the duty of the Treasurer to have custody of all operating funds, accounting for same to the club not less than annually and at any other time upon demand by the Board of Directors and to perform such other duties as pertain to the office. Upon retirement from office the Treasurer shall turn over to the Treasurer-elect or to the President all funds, books of accounts or any other club property in their possession.

Section 5 - Sergeant-at-arms. The duties of the Sergeant-at-arms shall be such as are usually prescribed for the office and such other duties as may be prescribed by the President or the Board of Directors.

Article IV Meetings

Section 1 - The annual meeting of this club shall be held in December of each year, at which time the election of Directors to serve for the ensuing year shall take place.

Section 2 - The regular weekly meeting of this club shall be held at a time and place to be determined by the Board of Directors provided that the Board of Directors may:

- (a) change the regular meeting of any week to a different day of the same week or to a

different hour of the regular day, or (b) cancel the regular meeting of any week when it falls on a legal holiday, or because of the death of the club President or an epidemic or disaster affecting the entire community.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3 – Not less than 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 of Directors shall be held at least once each month provided that a quorum is available. Special meetings of the Board of Directors shall be called by the President, whenever deemed necessary, or upon the request of two members of the Board of Directors, due notice having been given. Upon the discretion of the President, the Board of Directors may convene by email, telephone, or other fashion so as to efficiently advance the interests of the club. Any action taken by the Board of Directors sitting in alternative fashion, with the required quorum, shall have the same force and effect as a regular Board of Director's meeting.

Section 5 - A majority of the Board members shall constitute a quorum of the Board, whether of a regular or alternative meeting.

Article V Fees and Dues

Section 1 - The amount of the club ~~admission~~ initiation fee shall be set from time to time at the discretion of the Board of Directors and shall be paid before the applicant can qualify as a member.

Section 2 - The amount of the club membership dues shall be set from time to time at the discretion of the Board of Directors, payable semi-annually on the first day of July and of January. Membership dues shall include each member's subscription to *The Rotarian* magazine. By affirmative vote of a majority of the members present at any regular meeting, a quorum being present, special assessments may be levied upon the members for the purpose of supporting special projects of the club.

Article VI Method of Voting

Section 1 - The business of this club shall be transacted by voice vote, except the election of Directors, which shall be by ballot if contested, or by acclamation in accordance with Article 2, Section 1, provided, that any member may call for any vote to be by ballot.

Section 2 – Each member shall carry one vote.

Section 3 – If a member's absence is excused by a majority of the members present or without objection, a signed and dated proxy may be presented to the President, which may be restricted or unrestricted, and delegates a specific member present who will vote the proxy as instructed on that date.

Article VII Committees

Section 1 - The President may, subject to the approval of the Board of Directors, appoint the following Standing Committees, ~~on particular phases of club service~~; and appoint any other committees that are deemed necessary for the administration of club affairs. These committees shall consist of no fewer than three (3) members

1. Membership Committee
2. Community Investment Committee
3. Fellowship Committee
4. Program Committee
5. Grants Committee
6. Rotary International Committee
7. Scholarship Committee
8. Nominating Committee
9. ~~Public Relations~~
Committee-Image Committee
10. Youth Programs Committee

Section 2 - Where feasible and practicable in the appointment of club committees, there should be provision for both continuity and rotation of membership.

Section 3 - The Nominating Committee shall consist of at least five (5) persons who hold or have held the office of President or President-elect of the club. The President-elect shall chair the nominating committee.

Section 4 - The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership therein.

Section 5 - Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the President or the Board of Directors.

Article VIII Duties of Committees

Section 1 – Membership Committee. This committee shall consider all proposals for membership and shall thoroughly investigate the character, business, and community standing and the general eligibility of all persons proposed for membership and shall report their

decisions on all applications to the Board of Directors. The committee may, in its discretion or upon the request of a prospective member, assign a classification to the member. The Membership Committee may also include chairpersons of any membership subcommittee that may be formed from time to time such as, but not limited to, Orientation, Diversity, Equity and Inclusion, Membership Recruitment.

Section 1. a. – Orientation - This sub-committee shall from time to time meet with new members and provide an orientation session that will inform the new members of the history of Rotary and the club, that will advise the new members of the club structure and ways to become involved, and that will educate new members on the requirements of Rotary membership.

Section 1.b. – Diversity, Equity and Inclusion – This sub-committee shall work to promote a culture of diversity, equity and inclusion in the club through educational programming and outreach to individual and groups who are underrepresented in Rotary.

Section 1.c. – Membership Recruitment – This sub-committee shall conduct outreach to prospective members and plan events and programs to introduce the club to prospective members.

Section 2 - Community Investment Committee. This committee shall be responsible for selecting and carrying out service projects in the community which are consistent with the overall mission of Rotary and in alignment with the priorities of the Board of Directors.

Section 3 - Fellowship Committee. This Committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the President or the Board of Directors.

Section 4 - Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club.

Section 5 - Grants Committee. This committee shall undertake all grant work desired by the club. The committee chair, or approved designee, shall maintain attendance at Rotary International, District, Foundation, or other meetings as required for participation in Rotary grant programs, and shall follow required filing and reporting guidelines. Any funds received or dispersed shall follow Article III, Section 4.

Section 6 - International Committee. This committee shall be responsible for reviewing, reporting on, and implementing projects of an international scope that have been approved by the Board of Directors for participation in by the club.

Section 7 – Scholarship Committee. This committee shall represent the Charleston Rotary Scholarship Fund during the process of selecting and awarding the club’s annual scholarship(s) to deserving area youth.

Section 8 - Nominating Committee. This committee shall be responsible for presenting to the members the candidates for the Board of Directors at the annual meeting in accordance with the provisions of Article II, Section 1 of these Bylaws.

Section 9 - Public ~~Relations~~ Image Committee. This committee shall devise and carry into effect, plans to give the public general information about Rotary, its history, object and scope; and to secure proper publicity for the club utilizing approved marketing, outreach, or other media.

Section 10 – Youth Programs – This committee will work with youth in the community to carry out the mission of Rotary through participation in Rotary Youth Leadership Awards (RYLA), Rotary Youth Exchange, Rotary Interact and Rotaract Clubs.

Article IX Leave of Absence

Section 1 - Upon written application to the Board of Directors, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

Section 2 - Membership dues and/or special assessments shall not be waived during leaves of absence, except for good cause as approved by the Board. From time to time, with Board approval, a member's meeting costs may be reduced or waived for good cause. Reduction or waiver of meeting costs is not guaranteed and shall be approved only on a case-by-case basis.

Article X Finances

Section 1 - The Treasurer, or designee, shall deposit all operating funds of the club in a financial institution to be named by the Board of Directors.

Section 2 - All bills may be paid via the most efficient means available, provided two (2) officers whose authority is approved by the Board of Directors approve payment before payment is made. ~~upon vouchers signed by any two (2) officers.~~ An accounting of the club's financial condition and activities shall be presented for the review and approval of the Board not less than once each fiscal year.

Section 3 - The fiscal year of this club shall extend from July 1st to June 30th, and the collection of members' dues shall be divided into semi-annual periods extending from July 1st to December 31st, and from January 1st to June 30th or such other periods as may be determined by the Board of Directors. The payment of per capita dues to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 4 - At the beginning of each fiscal year the Board of Directors 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.

Article XI

Method of Electing Members

Section 1 — Regular members.

(a) The name of a prospective regular member, ~~having been proposed by a member of the Membership Committee or~~ by an active member in good standing, shall be submitted first to the Membership Committee with the appropriate application for membership completed.

~~(b) After making due investigation of the character, business standing, reputation, and general eligibility of the person proposed for membership, the Membership Committee shall then proceed to vote. If approved, the name of the proposed member shall be considered eligible and so recommended to the Board of Directors. The Membership Committee shall then report to the Board of Directors the action it has taken thereon.~~

(c) The Board of Directors shall then review the action of the Membership Committee and sustain or reject its decision or refer it back to the Membership Committee for further consideration and action.

(d) If the Membership Committee has reported adversely upon the name of the newly proposed member and the Board of Directors has sustained the action, the proposer shall be so notified by the club Secretary or Administrator.

(e) If the Membership Committee has reported favorably upon the name of the proposed member and the Board of Directors has sustained the action, the club Secretary or Administrator shall notify the proposer.

~~(f) After permission to do so has been secured from the proposed new member the club Secretary or Administrator shall notify each member of the club by means of a written or electronic communication, giving the name of the proposed candidate, and the firm represented. (REMOVED)~~

(g) After having received the completed application and the remittance for the admission fee as provided for in Article V, the proposed member shall be considered duly elected to membership and the club Secretary or Administrator shall issue to the newly elected member a Rotary membership name badge. The new member shall then be introduced to the membership.

~~(h) The club Secretary or Administrator shall then fill in a new membership report form for the newly elected member and forward the completed form to the General Secretary of Rotary International. The club files a new member in the Rotary International database.~~

Section 2 - Honorary Members. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this club. The term of such membership shall be as determined by the board and persons may hold honorary membership in more than one club. 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. The name of a proposed candidate for honorary membership shall be

submitted to the Board of Directors 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 may be considered at any regular or special meeting of the Board of Directors and that the Board of Directors 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 more than two (2) negative votes are cast by the members of the Board of Directors in attendance at the regular or special meeting, the proposed member shall be considered duly elected to honorary membership.

~~Section 3 — Corporate Members. An entity (for profit or non-profit) may join the club as a corporate member. A corporate member's application process shall be the same as for a regular member, but the membership belongs to the entity. A corporate membership shall consist of three representatives from the entity, of which one should be the owner, CEO, managing member, or an individual of similar standing. The Board of Directors has discretion in approving the composition of an entity's membership. A corporate member must pay dues equal to that of two regular members. Moreover, it must pay for one pre-paid meal plan. More than one representative from the corporate member may attend any meeting, but payment for additional meals must be made at the door. The corporate member will collectively have the same attendance requirements as a regular member, which can be met by any one of the three representatives attending.~~

Corporate Members. An entity (for profit or non-profit) may join the club as a corporate member. A corporate member's application process shall be the same as for a regular member, but the membership belongs to the entity. A corporate membership shall consist of three representatives from the entity and contain at least one member of local leadership for the organization. The Board of Directors has discretion in approving the composition of an entity's membership. A corporate member must pay dues equal to that of two regular members. Moreover, it must pay for a minimum of one pre-paid meeting and meal charge. More than one representative from the corporate member may attend any meeting, but payment for additional meals must be made at the door, unless full meal payment is made for that member at the time of dues remittance. The corporate member will collectively have the same attendance requirements as a regular member, which can be met by any one of the three representatives attending. A corporate member may choose to add up to three (3) additional members to the Corporate Membership, provided that the additional members are approved by the Board of Directors, associated membership fees are collected, and one (1) additional member pays the pre-paid meeting and meal fees.

If a corporate member's representative resigns from employment, then the corporate member may nominate a replacement representative, subject to the approval of the Board of Directors. The corporate member will be responsible for any additional expense to the club due to replacing a corporate member's representative.

Section 4 – Young Professional Members. This membership classification is open to new members ~~and current members~~ who have not reached their 40th birthday as of the date that dues and pre-paid ~~meals~~ meetings costs and meals are billed. Young Professional members may, in the discretion of the Board of Directors, pay lower dues and be subject to less stringent attendance requirements.

Section 5 – E-members. Any member, for good cause shown, may elect to convert their regular or Young Professional membership to e-member status, subject to the approval of the Board of Directors. Such approval shall be for a stated period of time, but may be extended for an additional, definite period of time by the Board of Directors. “Good cause” may include, but not be limited to, a change in job duties that prevents the member from regularly attending meetings, a temporary job assignment out of town, health issues, or care for a family member. E-members shall view an on-line program at least once per month and report that participation to the club administrator. An e-member is excused from club attendance requirements and the pre-paid meal plan during the term of the e-membership. An e-member must pay at the door for attendance at any regular meeting. A new member may not join the club as an e-member. Rather, this membership class is reserved for regular members who meet the good cause standard as determined by the Board of Directors.

Section 6 – Rule of 85. If the aggregate of a member’s years of age plus years of membership in one or more Rotary club is 85 years or more, the member may notify the Board of Directors in writing of the member’s desire to be classified as Rule of 85. This designation, if approved by the board, shall excuse the member from regular attendance requirements and provide the option for the member to pre-pay or pay-at-door for meeting/meal costs. Rule of 85 members shall continue to pay regular Rotary dues on a semi-annual basis.

Article XII Resolutions

Section 1 - 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 of Directors.

Section 2 - Such resolutions or motions, if offered at a club meeting, shall be referred to the Board of Directors without discussion.

Article XIII Order of Business

Luncheon
Meeting called to order
Opening formalities
Introduction of visiting Rotarians and guests
Announcements
Committee reports
Address or program feature
Adjournment

The business of the club, Board of Directors, and committees shall be conducted in accordance with Roberts Rules of Order, latest edition, except to the extent a provision in these bylaws specifically determines a different procedure.

Article XIV Amendments

These bylaws may be amended at any regular meeting of the club, 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 bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of Rotary International.

Article XV
Miscellaneous

In the construction and interpretation of these bylaws, words of the singular number shall be constructed to include the plural, and the plural the singular, and words of the masculine, feminine and neuter genders shall each include the other genders, unless the context clearly indicates a different construction.