**NOR’WESTER ROTARY CLUB OF PORT ANGELES**

**BYLAWS**

**Article 1. Definitions**

1. Board: The Board of Directors of this club.
2. Director: A member of this club’s Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. 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 not less than five members of this club: namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), secretary, and treasurer. Standing committee chairs and/or co-chairs shall also serve on the board, in accordance with Article 9. At the discretion of the board, also added can be the directors elected in accordance with Article 3, section 1 of these bylaws.

**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 by members of the club for president, president-elect, secretary, treasurer, 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 use 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 president, president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee 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 president-elect shall assume office as president.

**Section 2.** A vacancy in the board or any office shall be filled by action of the remaining directors.

**Article 4. Duties of Officers**

**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.

**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. The immediate past president shall chair the Membership Committee.

**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. The President-elect is required to attend the President-Elect Training Seminar.

**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 Rotary International, 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 Rotary International official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

**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 usually 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.

**Article 5. Meetings**

**Section 1**. *Annual Meeting*. An annual meeting of this club shall be held at a regular meeting in December of 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 7:00 a.m. 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 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 9, 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 second Wednesday of each month. The board may change the schedule of regular meetings by majority vote of the board members no less than two weeks in advance of the newly scheduled board meeting. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice being given.

**Section 5.** A majority of the directors shall constitute a quorum of the board.

**Article 6. Fees and Dues**

**Section 1.** The admission fee, if any, shall be determined by the board, and shall be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, Article 11.

**Section 2.** The membership dues shall be determined by the board in July of each year, payable annually on the first day of August, with the understanding that a portion of each semiannual payment shall be applied to each member’s subscription to the Rotary International official magazine. The board may authorize a discount for early payment of dues, not to exceed $25.00 per annum.

**Article 7. Method of Voting**

The business of this club shall be transacted *viva voce\** vote. 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. 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, New Generations, and International 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 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 three (3) years to ensure consistency. The president is responsible for appointing committee members to fill vacancies and appointing ad-hoc committee chairs. The president-elect is responsible for conducting planning meetings prior to the start of the year in office.

Standing committees should be appointed as follows:

**Membership** – This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

**Public Relations** – This committee should develop and implement plans to provide members and the public with information about Rotary and to promote the club’s service projects and activities.

**Club Service** – This committee should develop and implement programs for the regular weekly club meetings and other special events that promote club fellowship.

**Community Service** – This committee should develop and implement educational, humanitarian, and social service projects that address the needs of its community.

**Vocational Service** – This committee should develop and implement educational and vocational projects that address the needs of its community, focusing on middle and high school level students.

**New Generations** –

**International Service** – This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of 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.

Additional ad-hoc committees may be appointed as needed.

1. The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
2. 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.
3. 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 Rotary International 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 (12) months.

**Article 12. Finances**

**Section 1.** At the beginning of each fiscal year, the board shall prepare and adopt 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.

**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, except that bills of two thousand dollars ($2,000.00) or greater shall be paid only when approved by one other officer or director.

**Section 4.** A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5.** The fiscal year of this club shall extend from 1 July to 30 June. The payment of per capita dues and Rotary International 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. A transferring or former member of another club may be proposed to active membership by the former club or the transferring member. 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 standard Rotary club constitution.

1. Reinstatement. The board may reinstate the former member to membership upon the former member’s petition and payment of all indebtedness to this club.

**Section 3.** Termination – Other Causes

1. Good Cause. The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose. The guiding principles for this meeting shall be Article 7, Section 1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.
2. Notice. Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days’ written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member’s case. Notice shall be by personal delivery or by registered letter to the member’s last known address.

**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.
4. Committee reports, if any.
5. Any unfinished business.
6. Any new business.
7. Address or other program features.
8. 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 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 standard Rotary club constitution and with the constitution and bylaws of Rotary International.

Approved this \_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2014.