

# **BYLAWS OF THE ROTARY CLUB OF BONITA SPRINGS, FLORIDA**

## **Article I Election of directors and officers**

**Section 1** – At least 30 days prior to the annual meeting of the club in December, The president, with the consent of the board of directors, shall appoint a represented nominating committee consisting of the president – elect and four active members of the club who are not presently serving as directors. At the three regular meetings of the club prior to the annual meeting, the nominating committee shall actively solicit Recommendations from active members to be elected to serve as directors for three-year terms. At the meeting of the club the nominating committee shall present a slate of four active members for election, and the presiding officer shall invite further nominations of active members from the floor. If there are additional nominations from the floor, a written ballot shall be distributed and all four active members who receive the greater number of votes shall be declared elected. If there are no additional nominations from the floor, the four active members presented by the nominating committee shall be declared elected.

**Section 2** – At the regular board of directors meeting in December the then- sitting board along with the newly elected directors shall elect the following:

- a. A secretary from among the then-sitting board along with the newly elected directors for the year beginning the first day of July next. The secretary shall then become president –elect on the subsequent first of July, and president on the first of July subsequent to service as president-elect.
- b. A treasurer and a sergeant-at- arms, any and all of whom may or may not be member of the board. If not otherwise members of the board, the treasurer and the sergeant-at- arms elected shall become ex-officio members of the board in the year from which they are elected to serve and shall have such responsibilities and privileges of membership thereon as the Board may determine.
- c. At its discretion, the board may appoint assistants to the secretary, treasurer and sergeant-at-arms. Such assistants shall have a voice but not vote at meetings of the board.

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

## **Article II Board of Directors**

The governing body of this club shall be the board of directors, consisting of the thirteen (13) members of this club, namely, Twelve (12) directors elected in accordance with article I, Section I of these bylaws and the immediate past president.

## **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 and to perform such other duties as ordinarily pertain to the office of president.

**Section 2 – *President-elect*.** It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board.

**Section 3 – Secretary.** It shall be the duty of the secretary to keep the records of membership, records the attendance at meetings, send out notices of meetings of the club board and committees; record and preserve the minutes of such meetings. Additionally the secretary shall file the required report to RI, including the semiannual reports of membership to the general secretary of RI on January 1<sup>st</sup> and July 1<sup>st</sup> of each year and including prorated reports to the general secretary on 1 October and 1 April of each active member who has been elected to membership in the club since the start of July or January semiannual reporting period. Further, the secretary shall report changes in membership to the general secretary of RI, and file the monthly report of attendance at the club meetings with the district governor within 15 days of the last meeting of the month, and perform such other duties as usually pertain to the office of secretary.

**Section 4 – Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club monthly with the assistance of a qualified CPA firm and at any other time upon demand by the board and to perform such other duties as pertain to the office of treasurer. It shall be the duty of the treasurer to create an annual budget to be presented to the board for approval in June. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books, 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 and such other duties as may be prescribed by the president of the board.

#### **Article IV Meeting**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held not later than the second Wednesday of December in each year at which time the election of directors to serve for the ensuing three (3) years shall take place.

**Section 2 –** The Regular weekly meeting of this club shall be held on Wednesday at 7:30. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members except an honorary member (or member excused by the board of directors of this club, pursuant to the appropriate article 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.

**Section 3 –** One-third of membership shall constitute a quorum at the annual and regular meeting of this club.

**Section 4** – Regular meetings of the board shall be held on the second Wednesday of each month. 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, due notice having been given.

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

#### **Article V Fees and Dues**

**Section 1** – The admission fee shall be \$150.00 to be paid before the applicant can be qualified as a member. The admission fee for the second member of a family under a family membership is \$50.00 to be paid before an applicant can be qualified as a member.

**Section 2** – The membership dues shall be an amount necessary to pay club administrative expenses, RI and District dues and the Rotarian magazine payable quarterly on the first day of July, October, January, and April. Each member shall be billed for dues and meals on the first day of the aforementioned months.

#### **Article VI Method of voting**

The Business of this club shall be transacted by via voice vote except, when appropriate, the election of directors, which shall be by ballot if there is a greater number of candidates than seats to be filled.

#### **Article VII Committees**

##### **Section 1**

- a. The president shall, subject to the approval of the board, appoint traditional board- level standing committees, and other appropriate standing committees, which from time to time, are promulgated by the manual of Procedure of Rotary International and/or program of District 6960 or its successor.
- b. The board-level standing committees shall each consist of a chair, who shall be named by the president from the membership of the board, and not fewer than two (2) other members.
- c. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- d. Each committee shall transact such business as is delegated to it by the board of directors and such additional business as maybe referred to it by the president. Except where special authority is given by the board such committees shall not take action until a report has been made to the board and approved by the board.
- e. Where feasible and practicable in the appointment of committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

## **Article VIII Duties of Committees**

The duties of the board-level and other committees shall be as defined in appropriate Rotary International publications, and as understood by the officers and board of directors, particularly the Manual of Procedure, and other directive as received from time to time from Rotary International and/or Rotary District 6960 or its Successors.

## **Articles IX 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 meeting of the club for a specified length of time.

Leave of Absence (LOA) may be granted under the following criteria:

- a. Purpose for leave may be for personal/family medical reasons, temporary financial disability or a member's employer temporarily relocating said individual out of the area.
- b. Meals and all monies owed must be current at time of LOA. No outstanding balance shall be owed. If a member's account is not current, LOA will be denied unless the requestor's account is current by the next scheduled board meeting.
- c. An initial LOA should not exceed three (3) months and dues (in the amount specified by the Club and excluding the cost of meals) accrued during LOA must be paid prior to the commencement of the absence. The board, in the board's sole discretion, may approve an extended or subsequent LOA terms.

## **Article X Finances**

**Section 1** – The Treasurer shall deposit all funds of the club in some bank to be named by the board.

**Section 2** – All bills shall be paid by check, bank electronic pay method or club debit/credit card. A thorough audit by a certified public accountant or other qualified person shall be made at the transition of one Treasurer to another or at any time at the discretion of the Board.

**Section 3** – Officers having charges or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost, and cost of bond to be borne by the club.

**Section 4** – The fiscal year of this club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>, and for the collection of member's dues shall be divided into two (2) semiannual periods extending, per capita dues and magazine subscriptions to RI shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> of each year on the basis of the membership of the club on those dates.

**Section 5** – At the beginning of each fiscal year the board 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.

### **Articles XI 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 for the time being shall be kept confidential except as otherwise provided in this procedure.

**Section 2** – The board shall ensure that the proposal meets all the classifications and membership requirements of the club constitution.

**Section 3** – The board shall approve or disapprove the proposal 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 responsibility 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.

**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 the 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 induction of the new member, the club secretary shall issue a Rotary identification badge and shall report the new member to RI; and the rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

### **Article XII Resolutions**

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. Such resolution or motion, if offered at a club meeting, shall be referred to the board without discussion.

### **Article XIII Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two thirds (2/3) vote of all members present, provide that the notice of such proposed amendment shall have been 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 bylaw of RI.

v.2019/10