

BYLAWS OF THE ROTARY CLUB OF WAYNESVILLE, NORTH CAROLINA

Article I Election of Directors and Officers

Section 1 — At the first regular meeting in October, the presiding officer shall ask for nominations by members of the club for 3 members to the board of directors. Each member present at said meeting shall be given a printed nomination form containing the names of all members with more than one (1) full year of membership in the club except those who have served as directors within the last two (2) years. The nominations will be reviewed by the nominating committee and a ballot shall be prepared containing 10 names placed on the ballot in alphabetical order along with a place(s) for write-in votes. The 10 names on the ballot shall be the 10 most qualified candidates presented through the nomination process or added by determination of the Nominating Committee. No name shall be placed on the ballot unless personal interview by a member of the Nominating Committee has determined that the candidate is willing to serve and able to carry out the duties of a member of the board of directors. The election for members of the board of directors shall be conducted at the annual meeting and the 3 members receiving the greatest number of votes shall be declared elected for a 3 year term beginning the next July 1. In case of a tie for last place, the names of the tied members shall be submitted to the club on a special ballot at the next weekly meeting and the tie broken by a vote of the members who are present.

Section 2 — The Board of Directors shall meet within one month after the annual meeting and shall elect from its membership (including those newly elected members who take office the next July 1 and excluding those members whose terms expire the next June 30) a president and one or more vice presidents (one of whom will be president-elect). At this same meeting, the Board of Directors-elect shall elect a secretary, a treasurer, and a sergeant-at-arms, all of whom must be members of the Board of Directors. An assistant secretary and an assistant treasurer may be elected if the Board deems necessary and may or not be a member of the Board of Directors. The President and President-elect must have served both as secretary and treasurer prior to their nomination and election. All office nominees must agree to attend district assemblies and conferences. Provisions are hereby made that should the President or President-elect's election term or appointed term expire, his/her membership on the Board shall continue through the ex officio year following the year as President.

Section 3 — A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board. A vacancy in the Board of Directors should be filled from the unsuccessful candidates from the last election with priority given to the highest vote-getter among those candidates. A vacancy in any office shall be filled from members of the current Board of Directors.

Section 4 — A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board of Directors, any officer-elect from the Board-

elect and any director-elect from the unsuccessful candidates from the last election with priority given to the candidate receiving the highest number of votes.

Section 5 – All officers shall serve for one Rotary year.

Section 6 – All members of the Board of Directors are expected to attend the regularly scheduled board meetings. If a member of the Board cannot attend a regularly scheduled board meeting, that member should notify the president as soon as the expected absence is known. Any board member who misses more than 3 regularly scheduled board meetings in any Rotary year (July 1 - June 30) may be replaced as spelled out in article I, section 3.

Article II Board of Directors

Section 1 – Nine (9) directors elected in accordance with article I, section 1, of these bylaws, the immediate past President, and any person whose terms has expired but has been elected as Secretary, Treasurer, President-Elect, or President constitute the Board of Directors and be the governing body of the club. Each year, the retiring President shall automatically become a member of the succeeding Board of Directors and shall serve in that capacity for one year only. The nine directors elected in accordance with article I, section 1, of these bylaws shall serve for three-year overlapping terms as at present with the term of three members expiring each year after which they shall not be eligible to serve on the board until two (2) years have elapsed.

Section 2 – No member with less than one (1) full year of membership in Rotary is eligible to serve on the board.

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 his/her office.

Section 2 – *PRESIDENT-ELECT*. It shall be the duty of the President-Elect to preside at meetings of the club and board in the absence of the President 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; record the attendance at meetings; send out notices of meetings of the club and board; 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; and including prorated reports to the general secretary on October 1st and April 1st of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, 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 within 15 days of the last meeting of the month; collect and remit to Rotary International subscriptions to THE ROTARIAN; and perform such other duties as usually pertain to his/her office.

Section 4 — *TREASURER*. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to his/her office. Upon his/her retirement from office he/she shall turn over to his/her successor or to the President all funds, books of accounts or any other club property in his/her possession.

Section 5 — *SERGEANT-AT-ARMS*. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for his/her office and such other duties as may be prescribed by the President or the Board.

Article IV Meetings

Section 1 — *ANNUAL MEETINGS*. An annual meeting of this club shall be held on the first regular membership meeting of November of each year, at which time the election of 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 1:00 p.m. or as established by club membership. 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 by the board of directors of this club, pursuant to article VIII, section 2 (b) 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 VIII, section 1.

Section 3 — One-third of the membership shall constitute a quorum at the annual and regular meetings of the club.

Section 4 — Regular meeting of the board shall be determined by the Board of Directors. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two members of the board, due notice having been given.

Section 5 — A majority of the Board of members shall constitute a quorum of the board.

Article V Fees and Dues

Section 1 — The admission fee shall be determined by the Board of Directors and must be paid before the applicant can qualify as a member.

Section 2 — The membership dues plus meal cost shall be determined annually by the Board of Directors. Dues, anticipated meal cost, and any other approved assessments shall be payable quarterly in advance on the first day of each calendar quarter with the understanding that the appropriate amount of each quarterly payment shall be applied to each member's club dues, International dues, district dues, subscription to THE ROTARIAN (as needed) and other such dues as required by the club. Any changes in the cost of dues must be approved by a vote of the club membership, and any cost of meals must be approved by a vote of the Board of Directors.

Section 3 — No member shall be allowed to incur indebtedness to the club for any purpose in excess of one (1) quarterly dues and meal cost. Any member whose indebtedness exceeds this limit shall be dropped from membership shall be contacted by a member of the Board of Directors and given the opportunity to correct this situation.

Article VI Method of Voting

The business of the club shall be transacted by voice vote except the election of officers and directors, which shall be by ballot.

Article VII Committees

Section 1 —

(a) The President shall, subject to the approval of the board, appoint the following standing committees:

Club Service Committee
Vocational Service Committee
Community Service Committee
International Service Committee

(b) The President shall, subject to the approval of the board, also appoint such committees on particular phases of club service, community service, international service and vocational service, as deemed necessary.

(c) The club service committee, community service committee, the international service, and the vocational services committee shall each consist of a chairman, who shall be named by the President from the membership of the board, and of not less than two other members.

(d) The President shall be *ex officio* a member of all committees, and as such, shall have the privileges of membership thereon.

(e) 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. 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.

- (f) The president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the vocational service, community service, or international service committees. Where feasible and practicable in the appointment of such 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.

Section 2 – Club Service Committee.

- (a) The chairman of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.
- (b) The club service committee shall consist of the chairman of the club service committee and the chairmen of all committees appointed on particular phases of club service.
- (c) The President shall, subject to the approval of the board, appoint the following committees on particular phases of club service:
 - Attendance Committee
 - Club Bulletin Committee
 - Fellowship Committee
 - Magazine Committee
 - Membership Development Committee
 - Program Committee
 - Public Relations Committee

Appoint one member each year to the following committees:

- Classifications Committee
- Rotary International Committee
- Membership Committee

And appoint any other committee that he/she may deem necessary for the internal administration of club affairs.

- (d) The president shall appoint the president-elect or vice-president to oversee and coordinate the work of the classifications, membership, membership development and Rotary information committees.
- (e) Where feasible and practicable in the appointment of club committees, there should be provisions for continuity of membership, either by appointment of one or more members for a second term or by appointing one or more to a two-year term.

No member shall be eligible to serve on the same committee for more than two successive years, except as otherwise specifically provided in these bylaws.

- (f) The classification, Rotary information and Membership Committees shall each consist of at least three members, one member of each committee to be appointed each year for a term of three years.

The first appointments made under this provision shall be as follows: Three members: one member for a term of one year; one member for a term of two years, one member for a term of three years.

- (g) The magazine committee shall wherever feasible, include the editor of the club publication and a local newspaper or advertising member of the club.

Section 3 – Community Service Committee.

- (a) The chairman of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.
- (b) The community service committee shall consist of the chairman of the community service committee and the chairmen of all committees appointed on particular phases of community service.
- (c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of community service:
 - Human development committee
 - Community development committee
 - Environmental protection committee
 - Partners in service committee

Section 4 – Nominating Committee.

- (a) The Nominating Committee shall consist of the President, President-Elect, Immediate Past President, and two at-large members of the club, both of who shall have previous service as a member of the Board of Directors.
- (b) The two at-large members shall be appointed by the President with the Approval of the Board.
- (c) The term of the at-large members will be for one rotary year.
- (d) No at-large member can serve on the Nominating Committee for more than two consecutive years.

Section 4 – Golf Committee.

- (a) The Golf Committee shall consist of 9 members appointed by the President and the President-Elect who shall serve as chairman of this Committee.
- (b) The members shall serve three-year overlapping terms with the term of three members expiring each year after which they shall not be eligible to serve on the Committee until two (2) years have elapsed.

Article VIII Duties of Committees

Section 1 – Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The chairman of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

- (a) **ATTENDANCE COMMITTEE.** This committee shall devise means for encouraging attendance at all Rotary meetings – including attendance at district conferences, inter-city meetings, regional conferences, and international conventions by all club members. This committee shall especially encourage attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.
- (b) **CLASSIFICATION COMMITTEE.** This committee shall as early as possible, but no later than August 31st of each year make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications; applying the classification principle; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.
- (c) **CLUB BULLETIN COMMITTEE.** This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members and of the worldwide Rotary program.
- (d) **FELLOWSHIP ACTIVITIES 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 assigned by the President or the board.
- (e) **MAGAZINE COMMITTEE.** This committee shall stimulate reader interest in *THE ROTARIAN* and/or *REVISTA ROTARIA*; sponsor magazine week; arrange for brief monthly review of the magazine on regular club programs; encourage the use of the magazine in the introduction of new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools, and other reading rooms; send new items and photographs to the editor of the magazine and in other ways make the magazine of service to the club member and non-Rotarians.
- (f) **MEMBERSHIP COMMITTEE.** This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report their decision on all applications to the board.
- (g) **MEMBERSHIP DEVELOPMENT COMMITTEE.** This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill open classifications.

- (h) *PROGRAM COMMITTEE*. This committee shall prepare and arrange the programs for the regular and special meetings of the club.
- (i) *PUBLIC RELATIONS COMMITTEE*. This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object and scope; and (2) to secure proper publicity for the club.
- (j) *ROTARY INFORMATION COMMITTEE*. This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give members information about Rotary, its history, object, scope, activities, and (4) to give the members information as to developments in the administration operations of Rotary International.

Section 2 – VOCATIONAL SERVICE COMMITTEE. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

Section 3 – COMMUNITY SERVICE COMMITTEE. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

- (a) *Human Development Committee*. This committee shall devise and carry into effect plans which will guide and assist the members of this club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.
- (b) *Community Development Committee*. This committee shall devise and carry into effect plans which will guide and assist the members of this club in working to make the community a better place to live by improving the physical condition of the community and its facilities.
- (c) *Environmental Protection Committee*. This committee shall devise and carry into effect plans which will guide and assist the members of this club in monitoring and improving the quality of the community's environment.
- (d) *Partners in Service Committee*. This committee shall devise and carry into effect plans which will guide and assist the members of this club in building relationships with other Rotary-sponsored organizations within the community and in cooperating with them in service.

Section 4 – INTERNATIONAL SERVICE COMMITTEE. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular of international service.

Section 5 – NOMINATING COMMITTEE. This committee shall be responsible for providing candidates for election to the Board of Directors as provided for in article I, section 1.

Section 6 – GOLF COMMITTEE. This committee shall be responsible for running the annual golf tournament fund-raiser. This will include appointing other members of the club to various duties to ensure that the event is successful and providing rotation of duties among the members so that continuity of services is maintained from year-to-year.

Article 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 meetings of the club for a specified length of time. 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 VIII, section 2(b) of the standard Rotary club constitution is not computed in the attendance record of the club.

Article X Finances

Section 1 – The treasurer shall deposit all funds of the club in a bank designated by the board.

Section 2 – All bills shall be paid only by checks. Any check written in excess of one thousand dollars (\$1,000.00) requires the signatures of the Treasurer and one other member of the Board of Directors with signatory authority. Checks written for one thousand dollars (\$1,000.00) require the signature of the Treasurer only. In the Treasurer's absence any other member of the Board of Directors with signatory authority may sign in his/her place. Checks should only be signed based on review of the underlying written documentation supporting the expenditure. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 3 – Officers having charge 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 of the bond to be borne by the club.

Section 4 — The fiscal year of this club shall extend from July 1st to June 30th; and for the collection of member dues shall be divided into four quarterly periods extending from July 1st to September 30th; October 1st to December 30th; January 1st to March 30th; and April 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of 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 purpose unless other wise ordered by action of the board.

Article XI Method of Electing Members

Section 1 — From time to time the board shall review the list of filled and unfilled classifications as prepared by the classifications committee and decide which, if any of the unfilled classification should be considered as open for proposals and shall advise the membership as to which classification have been opened for proposal.

Section 2 — The name of a prospective active member to fill an open classification, having been proposed by the membership development committee or by an active member in good standing, shall be submitted first to the board, through the secretary, on a standard form known as the proposal card.

Section 3 — The board shall then refer the proposal to the classification committee which shall consider the eligibility of such proposed member from the standpoint of classification and declare the proposed classification proper or improper and shall return the proposal card, together with this information, to the board. The board shall then, if the classification is proper refer the proposal card to the membership committee.

Section 4 — After making due investigations of the character, business, social standing and general eligibility of the person proposed for membership, the membership committee shall then proceed to vote and if not to exceed one negative vote is cast by the members of this committee, the name of the proposed member shall be considered eligible and so recommended to the board. The membership committee shall then report to the board the action it has taken thereon.

No new member shall be admitted to the club unless he/she has resided in the area for six months and has conducted him/herself in such a way as to indicate his/her identification with the community, except that the board may waive this requirement by unanimous vote.

Section 5 — The board shall then review the action of the classification committee and the membership committee and sustain or reject their decision or refer it back to the

classification committee and the membership committee for further consideration and action.

If the classification and membership committees have reported adversely upon the name of the newly proposed member and the board has sustained the action, the proposer shall be so notified by the secretary.

Section 6 — If the classification and membership committees have reported favorably upon the name of the proposed member and the board has sustained the action; the secretary shall notify the proposer.

Section 7 — If the decision of the Board is favorable, the proposer, accompanied by a member or members of the Rotary information committee of the club, shall fully inform the proposed member of the privileges and responsibilities of membership in Rotary club, following which the prospective member shall be requested to sign the membership proposal card and to permit his or her name to be published to the club.

Section 8 — After permission to do so has been secured from the proposed new member; the secretary shall notify the members of the club by oral notice at two successive meetings, giving the name, town and classification of the candidate.

Section 9 — A ten-day period shall then be allowed during which any member objecting to the election of the proposed member shall notify the board in writing, stating reason for his/her objection.

Section 10 — If no written objection to the proposal, stating reasons, is received by the board from any active member of the club within such ten-day period, the proposed member shall be considered to be elected to membership.

If any objections have been filed, the board shall consider the same at any regular or special meeting of the board and proceed to ballot on the proposed member. If not to exceed two negative votes are cast by the members of the board in attendance at this regular or special meeting of the board, the proposed member shall be considered qualified for membership.

Section 11 — The secretary shall then notify the proposer who will notify the proposed member of this election to membership and invite the proposed member to join the club.

Section 12 — When the proposed member has filled in, signed and returned to the secretary the regular form of application, indicating his/her understanding and acceptance of the responsibilities of membership, together with his/her remittance for the admission fee provided in Article V, his/her election to the club shall be finalized.

Section 13 — After having received the completed application and the remittance for the admission fee, the secretary shall issue to the newly elected member a Rotary membership identification card.

Section 14 — The secretary shall then fill in a new member report form for the newly elected member and forward the completed form to the General Secretary of Rotary International.

Section 15 — If, at any step during the proposal process the proposed member is rejected, the proposer shall be notified by the secretary.

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 resolutions or motions, if offered at a club meeting shall be referred to the board without discussion.

Article XIII Order of Business

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

Article XIV Review and Updating of Bylaws

The President is to cause a study and an updating of the bylaws every two (2) years beginning in 1974.

Article XV 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 days before such meeting. No amendment or additional to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of Rotary International.