

Bylaws of the Rotary Club of Greenville

Article I 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. Satellite club: A potential club whose members shall also be members of this club.
6. Year: The twelve-month period that begins on July 1.

Article 2 Directors and Officers; Governance of Satellite Club

Section 1- *Governing Body.* The governing body of this club shall be the board consisting of no more than seventeen (17) members of this club, including,

- a. president
- b. president-elect
- c. secretary
- d. treasurer
- e. immediate past president
- f. Ten other directors elected to serve two (2) year staggered terms in accordance with article 3, section 1 of these bylaws. Five (5) directors shall be elected to

serve a two (2) year term on even numbered Rotary years and five (5) directors shall be elected to serve a two (2) year term on odd numbered Rotary years. A director elected by the membership may serve multiple terms but shall not serve consecutive terms.

- g. Up to two (2) additional directors, appointed at the discretion of the president and with board approval, for a one (1) year term.

Section 2- Officers. The club officers shall be a President, the immediate Past President, the President-Elect, the Secretary, the Treasurer, the Vice President of Administration, and the Vice President of Membership, all of whom shall be members of the board. The club officers shall also include a Sergeant-at-Arms, who is not a member of the board. Club officers shall regularly attend satellite club meetings.

Section 3 — Governance of a Satellite Club of This Club. A satellite club shall be located in the same locality as this club or in the surrounding area.

(a) *Satellite Club Oversight.* This club shall provide such general oversight and support of a satellite club as is deemed appropriate by the board.

(b) *Satellite Club Board.* For the day-to-day governance of a satellite club, it shall have its own annually-elected Executive Committee drawn from its members and comprising the chair of the satellite club and at least four other members. The highest officer of the satellite club shall be the chair and other positions on the Executive Committee shall include the immediate past chair, the chair-elect, and an administrative chair to perform the necessary functions of secretary and treasurer. The satellite Executive Committee shall be responsible for the day-to-day organization

and management of the satellite club and its activities in accordance with Rotary rules, requirements, policies, aims and objectives under the guidance of this club. It shall have no authority within, or over, this club.

Article 3 Election of Directors and Officers of the Rotary Club of Greenville

Section 1 – Nominations. At least one month prior to the Annual Meeting, the presiding officer shall ask for recommendations by members of the club for president, president-elect, secretary, treasurer, and for five (5) of the directors chosen by election. The nominations shall be presented by the nominating committee. The nominating committee shall be chaired by the first available past president and shall consist of at least five (5) past presidents of the club, the president and president-elect. The nominating committee shall make a sincere and reasonable effort to ascertain the membership's preference for officers and directors. The nominating committee shall present its slate of officers and directors in writing (electronic notification shall suffice) at least 7 days before the Annual Meeting. At that meeting, nominations may also be made by any member from the floor.

Section 2 – Election. The nominations duly made may 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 five (5) candidates for director receiving a majority of the votes shall be declared elected as directors.

Section 3 – The officers and directors, so elected, shall commence their terms at the beginning of the next club year.

Section 4 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 5 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Section 6- Satellite club members, corporate members, and honorary members are not eligible to serve as officers or directors of the club. The election of the satellite club board is governed by Article 2, Section 3 and subject to any procedures established by this club's board.

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 pertain to the office of president.

Section 2 – *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director and to perform other duties as may be prescribed by the president or the board.

Section 3 – *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.

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 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 RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

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.

Article 5 Membership

Section 1 — General Qualifications. This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Section 2 — Kinds. This club shall have four kinds of membership: individual, corporate, satellite, and honorary.

Section 3 — Individual Membership. A person possessing the qualifications set forth in article 5, section 2 of the RI constitution may be elected to individual membership in this club.

Section 4 — *Satellite Club Membership.* Members of a satellite club shall also be members of this club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.

Section 5- *Corporate Membership.* Corporate membership may be offered pursuant to the terms and procedures developed and approved by the board.

Section 6- *Honorary Membership.* Honorary membership may be offered pursuant to the provisions in the club's Constitution.

Article 6 Meetings

Section 1 – *Annual Meeting.* The Annual Meeting of this club shall be held in December each year on or before the second meeting in December each year. The election of officers and directors to serve for the ensuing year shall take place at the Annual Meeting.

Section 2 – *Regular meetings.* The regular meetings of this club shall be held on the second (2nd) and fourth (4th) Tuesday of each month at 12:30 p.m. at a location approved by the membership upon recommendation of the board. Notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members, excepting members 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 fifty (50) 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 – *Member meeting quorum.* One-third of the voting membership shall constitute a quorum at the Annual and regular meetings of this club.

Section 4 – Board Meetings. Regular meetings of the board shall be held on the third (3rd) Tuesday of each month at a location as determined by the board. 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. Written minutes should be provided for all board meetings. Such minutes should be available to all members within 60 days of said meeting.

Section 5 – Board meeting quorum. A majority of the directors shall constitute a quorum of the board.

Section 6- Satellite Club. A satellite club shall hold regular meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed upon notice as set forth in Section 2 above. A satellite club meeting may be cancelled for any reason.

Article 7 Fees and Dues

Every member, including satellite club members and corporate members, shall pay annual dues as established by the Board of Directors. The admission fee shall be set by the board and shall be paid before the applicant can qualify as a member. Any changes in annual dues, meal costs, and other assessments shall be set by the board.

Article 8 Voting Eligibility; Method of Voting

Section 1- Individual Members. Individual members have the right to vote on all matters which require approval by the membership. The business of this club shall be transacted by voice vote. A vote by ballot shall occur for any specific item of club business if so specified by the board or requested by ten (10) members present at the meeting when the specific item is considered. Proxy votes shall not be allowed at club or board meetings.

Section 2- Corporate Members. Corporate members have the right to vote only as established and approved by the board.

Section 3-Satellite and Honorary Members. Satellite and Honorary members do not have the right to vote at any club or board meetings.

Article 9 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, International Service, and Youth Service. This club will be active in each of the Avenues of Service.

Article 10 Committees

Section 1- Club committees are charged with carrying out the annual and long-range goals of the club. The seven (7) standing committees shall be:

- **Membership**

This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.

- **Public Relations/Communications**

This committee shall develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

- **Club Administration**

This committee shall conduct activities associated with the effective operation of the club.

- **Service Projects**

This committee shall develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

- The Rotary Foundation

This committee shall develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

- Diversity

This committee shall develop and implement plans to support the club's diversity initiatives.

- Youth Services

This committee shall support the club's Interact, Rotaract, and Rotary Youth Leadership Academy initiatives.

Section 2- The board may establish sub-committees under any of the seven (7) standing committees. Additional *ad hoc* committees may be appointed by the President as needed.

Section 3-

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

(b) 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.

(c) 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 11 Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her 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 12 Attendance

Each member is encouraged to attend this club's regular meetings or the satellite club's regular meetings, and engage in the service projects, other events, and activities of this club and the satellite club.

Article 13 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 period up to six months, renewable by the board for an additional six month period. A leave of absence shall not exceed a total of 12 months.

Article 14 Finances

Section 1 – 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.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board.

Section 3 – All bills for budgeted expenses shall be paid by the treasurer or other authorized officer. All bills for unbudgeted expenses shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

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

Section 5 – 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.

Section 6 – The fiscal year of this club is the same as the Year, and shall extend from 1 July to 30 June.

Article 15 Method of Electing Members

Section 1 – The name of a prospective member, proposed by a 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 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.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposing member, 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 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.

Section 5 – If no written objection to the proposal, stating reasons, is received by the board from any member of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee 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 shall be considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the new member's induction, membership card, 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.

Section 7 – The board may elect honorary members, in accordance with the standard Rotary club constitution.

Article 16 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 17 Order of Business

The order of business at club meetings, board meetings, and committee meetings, shall be determined by the officer and/or chairperson there presiding.

Article 18 Indemnification

The club shall indemnify its directors, officers and employees to the fullest extent allowed by law, provided, however, that it shall be within the discretion of the board whether to advance any funds in advance of disposition of any action, suit or proceeding, and provided further that the board may make a determination that indemnification of the director, officer or employee is improper because he has failed to act in good faith and in the best interests of the club or, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

Article 19 Amendments

Proposals for amendments to these bylaws may be submitted for consideration by the voting members after approval by the Board. These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all voting members present, provided that notice of such proposed amendment shall have been mailed and/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 standard Rotary club constitution, with approved variations, and with the constitution and bylaws of RI.

Article 20 Effective Date

These bylaws shall be effective on the date adopted by the membership.

Adopted January 10, 2017.

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