

ROTARY CLUB OF WELLINGTON, INC.  
BYLAWS

**Article 1. Definitions**

Board: The Board of Directors of this club.  
Director: A member of this club's Board of Directors.  
Member: A member, other than an honorary member of this club.  
RI: Rotary International.  
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 more than 15 members of this club, namely, a minimum of 2 directors, elected in the accordance with article 3, section 1 of these Bylaws, and the president, vice president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

**Article 3. Election of Directors and Officers & Term Limits**

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, vice president, secretary, treasurer, and 12, or less, directors. The nominations are be presented by a nominating committee or by members from the floor, by either or by both pursuant to Section 5 below. Provided however, that all directors and officers, except the Secretary and Treasurer, shall be subject to term limits of 3 consecutive years in office effective July 1, 2010. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at an annual election DECEMBER. The candidates for president, vice president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 12, or less, candidates for director receiving a majority of the votes shall be declared elected as directors subject to the maximum of 15 as further defined in Article 2 above. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-elect on July 1 of the year prior to taking office as President.

Section 2. -The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 2a - Officers and directors must be active members in good standing. Good Standing is defined as a member who is not more than 90 days past due for mandatory expenses owed to the Club at time of nomination or official induction date and has a minimum of 50% meeting attendance rate for the most recent six (6) month period in accordance with RI requirement in Standard Rotary Club Constitution Article 12, Section 4 and Rotary Code of Policies dated June 2010 Section 7.060. A Board member must make every effort to remain in good standing during his/her term in office.

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

Section 4.-A vacancy in the position of any officer-elect, or director-elect shall be filled by action of the remaining directors-elect.

Section 5.-Nominating Committee - The Nominating Committee shall be comprised of all active past presidents of the club who choose to participate. The committee shall be comprised of a minimum of three, but five members are recommended. It shall convene each year beginning in November but no later than December 1. The committee shall consult with the incoming president to ascertain his or her preferences for nominees. It is recommended that chairs of the standing committees listed in Article 9 be nominated as board directors. While the committee is not bound by these preferences it shall give them considerable weight, but may only nominate members eligible to serve based on the term limits imposed in Article 3, Section 1 above. The committee shall seek unanimous approval of the slate of nominees. If this is not possible a simple majority shall prevail. Upon approval, the slate of nominees shall be presented by the Nominating Committee to the Board of Directors for their approval.

Board of Directors -The Board of Directors is not bound to accept the recommendations of the Nominating Committee. Upon a majority vote, the Board of Directors may approve the slate of nominees as presented, amend it or send it back to the Nominating Committee for reconsideration. Upon final approval, the Board of Directors shall present the slate of nominees to the membership of the Club in a general election.

General Election - The General Election shall be held during the month of DECEMBER at a regularly scheduled meeting when at least 50% of the membership are present. Before the election is held the slate of nominees shall be read and nominations from the floor shall be solicited. In order for a floor nomination to be accepted it must be presented by an active member in good standing and be seconded. It must also be accepted by the nominee in question who also must be an active member in good standing. If the slate as presented by the Board is not challenged, then a simple voice vote of yea or nay will suffice. If challenged, then the Club Secretary shall conduct a secret ballot with a simple majority prevailing.

Replacement of Officers and Directors - If a director is unable to complete his or her term of office, their position may be filled by a majority vote of the members of the Board of Directors at which there is a quorum. If an officer is unable to complete his or her term of office, the Board of Directors must nominate and present their nominations to the Club in a general election following established procedure.

## **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. -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 3. -Vice President. It shall be the duty of the vice president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

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 memberships on January 1 and July 1 of each year, and prorated reports on October 1 and April 1 of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in memberships; 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 the 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 treasure. 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.

Section 6. -Sergeant-At-Arms. The duties of the Sergeant-At-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

## **Article 5. Meetings**

Section 1. -Annual Meeting. An annual meeting of this club shall be held in June each year, at which meeting the elected officers and directors elected to serve for the ensuing year shall be installed.

Section 2. -The regular weekly meetings of this club shall be held on Tuesday at 12:15 p.m. at a location previously determined by the Board, except one Tuesday each quarter which meeting will be held at 6:00 p.m. the following Thursday. 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 Article 8, Sections 3 and 4 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 members 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 8, 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 once a month. 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.

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

## **Article 6. Fees and Dues**

Section 1. -The admission fee shall be \$125.00 to be paid before the applicant can qualify as a member, except that any transferring or former member of another club who is accepted into membership of this club. A letter of recommendation from the president of the former club indicating that the transferring member is in good standing is required.

Section 2. -The membership dues shall be established periodically by the board, payable semiannually to Rotary International on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each members subscription to the RI official magazine. Members will be billed monthly for membership dues. In addition there shall be monthly assessments for meals and other charges as set by the Board.

## **Article 7. Method of Voting**

The business of this club shall be transacted by viva voce vote except the election of officers and directors, which may be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by viva voce vote.

## **Article 8. Four Avenues of Service**

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service and International Service. This club will be active in each of the four Avenues of Service.

## **Article 9. Committees**

Club committees are charged with carrying out the annual and long range goals of the club based on the four Avenues of Service. 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 years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

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

Club Public Relations -This committee should 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 should conduct activities associated with the effective operation of the club.

Service Projects -This committee should 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 should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Youth Services -This committee should be the liaison with Interact Club(s) sponsored by the club, supporting them in all Rotary activities as defined by the president or the board.

World Peace Initiative – This committee will be responsible to annually plan and implement the Wellington Rotary World Peace initiative and the U.N. World Peace Day ceremony.

Nominating Committee -See Article 3, Section 5.

Additional ad hoc committees may be appointed as needed

(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 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 RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International 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 a specified length of time.

## **Article 12. 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

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 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 bonds 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 shall extend from July 1 to June 30, and for the collection of members' dues shall be divided into twelve (12) periods extending from July 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 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 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 proposer, 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 (other than honorary) of the club within seven (7) days following 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 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 club may elect, in accordance with the Standard Rotary Club Constitution, honorary members proposed by the board.

## **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**

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

## **Article 16. Amendments**

These bylaws may be amended at any regular meeting of members, 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 e-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 RI.

Amended, Restated & Adopted May 18, 2010.