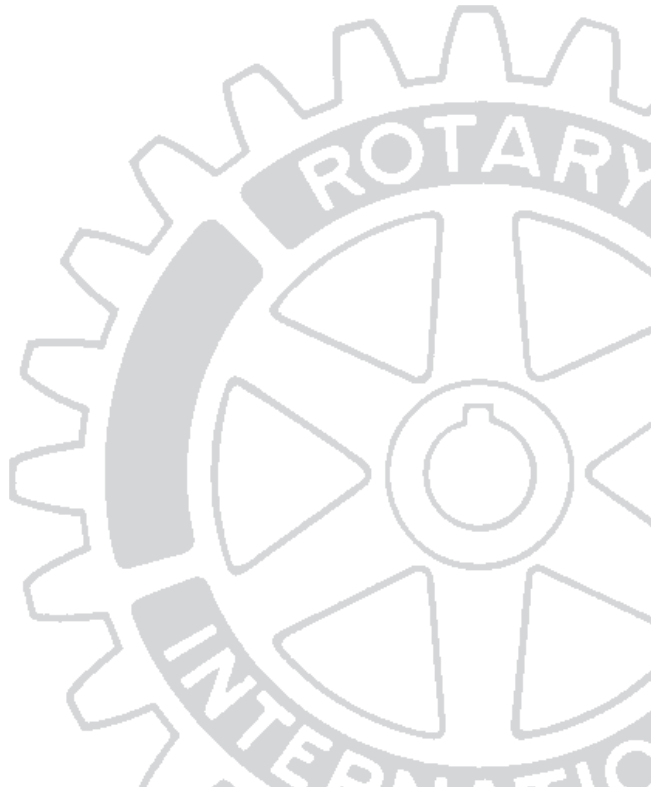


THE ROTARY CLUB  
OF KENT, WASHINGTON

CLUB BY-LAWS  
REVISED DECEMBER 2010





*Bylaws of the Rotary Club of  
Kent, Washington*

**Article I  
Election of Directors and Officers**

**Section 1** - A nominating committee shall be appointed and chaired by the immediate past president. This committee shall present a slate of qualified candidates for the election of officers. 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 candidates for president, secretary, treasurer, financial secretary and 6 members of the board of directors.

(a) Each candidate shall be an active member in good standing of this club for a minimum of six (6) months prior to nomination.

(b) Nominations shall be placed upon a ballot and voted for at the annual meeting as prescribed in Article IV Section 1.

(c) Candidates receiving the highest number of votes for their office and the six (6) candidates receiving the highest number of votes for the board of director positions shall be declared elected.

**Section 2** - The elected president shall serve as president-elect for the year commencing on the first day of July next following election, and shall assume office on the first day of July immediately following the year of service as president-elect.

Within one month after the election, the just-elected president-elect may appoint up to three additional directors provided that these appointees are confirmed by the directors-elect.

The officers and directors, so elected and appointed, together with the immediate past president, and the president-elect shall constitute the board of directors.

Section 3 - A vacancy in the office of President or President-Elect shall be filled by a nominating committee chaired by the Immediate Past President.

(a) Vacancy shall be filled by a member in good standing for a minimum of six (6) months prior to their nomination.

(b) Nominations shall be placed on a ballot and presented to club membership for a vote.

(c) Candidate receiving the highest number of votes shall be declared elected.

Section 4 - A vacancy in the office of Immediate Past President shall be filled by action of the remaining members of the board.

(a) Vacancy shall be filled by a past president in good standing of this club.

Section 5 - Other vacancies in the board shall be filled by action of the remaining board members.

(a) Vacancy shall be filled by a member in good standing of this club for a minimum of (6) months prior to their appointment to the Board.

Section 6 - Other vacancies in the Board-Elect shall be filled by action of the remaining board of directors-elect.

(a) Vacancy shall be filled by a member in good standing of this club for a minimum of (6) months prior to their appointment to the board.

## **Article II**

### **Board of Directors**

**Section 1** - The governing body of this club shall be the board of directors consisting of members of this club, namely, directors elected and appointed in accordance with article I, section 1 and 2, of these bylaws, the president, president-elect, secretary, treasurer, financial secretary, and the immediate past president.

**Section 2** - Membership on the board of directors shall automatically terminate when a director has unexcused absences from three meetings of the board during the year of service.

## **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, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International (RI), including the semi-annual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st 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 the July or January semi-annual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district secretary immediately following the last meeting of the month, collect and remit to RI subscription's to the ROTARIAN, 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 and disbursement 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 the office of treasurer. Upon retirement from office the treasurer shall turn over to the board all funds, books of accounts or any other club property.

**Section 5 - *Financial Secretary.*** It shall be the duty of the financial secretary to collect all funds due the club at meetings, special events and/or other collections and to be accountable

for the same. The financial secretary will also perform other such duties as the board directs.

**Section 6 - *Immediate Past President.*** The Immediate Past President shall chair the Past Presidents Committee, appoint and chair the nominating committee and organize and implement the installation of the incoming president and such other duties as may be prescribed by the president or the board.

## **Article IV Meetings**

**Section 1 - *Annual Meeting.*** An annual meeting of this club shall be held before the end of December each year, at which time the election of officers and directors to serve for the ensuing year shall take place. Notice of this meeting shall be in writing at least two weeks in advance.

**Section 2 -** Regular weekly meetings of this club shall be held as determined by the board. 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 VII, section 3 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.

**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 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 initiation fee shall be determined by the board.

**Section 2** - The membership dues shall be determined by the board, and payable on the first day of July, with the understanding that member's subscription to *THE ROTARIAN* magazine and any district publication is included.

**Section 3** - Dues for members that join throughout the year shall be prorated.

**Section 4** - Initiation fees and membership dues shall be paid in order to qualify as a member in good standing in our club.

## **Article VI Method of Voting**

The business of this 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-elect shall, subject to the approval of the board-elect, appoint directors to oversee the following areas of service:

Club Service  
International Service  
Vocational Service  
Community Service  
New Generations

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

(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 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.

**Section 2 - Club Service Committees.** These committees 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 chairpersons of these committees shall be responsible for regular meetings of their committee and shall report to the board on all club service activities.

**Section 3- Vocational Service Committees.** These committees 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 chairpersons of these committees 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 4 - Community Service Committees.** These committees 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 chairpersons of these committees shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committee that may be appointed on particular phases of community service.

**Section 5 - International Service Committees.** These committees 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 chairpersons of these committees shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committee that may be appointed on particular phases of international service.

**Section 6 - *New Generation Services Committees.*** These committees shall devise and carry into effect plans which recognize the positive change implemented by youth and young adults through leadership development activities, service projects and exchange programs. The chairpersons of these committees shall be responsible for development of leadership among club members and related youth Rotary programs, report to the board on youth focused service projects and the various Rotary youth exchange programs.

## **Article VIII 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 not to exceed twelve months.

## **Article IX Finances**

**Section 1 -** The treasurer shall be responsible for the deposit of all funds of the club in some bank to be named by the board.

**Section 2 -** All bills shall be paid only by checks signed by the treasurer upon documentation signed by any two officers.

**Section 3 -** The fiscal year of this club shall extend from July 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

**Section 4** - 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.

**Section 5** -The Immediate Past President, President and President-Elect shall serve as Trustees of the club. The Trustees shall supervise all investments of club funds, and report such investments monthly to the Board.

**Section 6** - A Certified Public Accountant, other than the bookkeeper or treasurer, shall prepare the annual income tax return for the club. The return shall be signed by the president and treasurer.

## **Article X**

### **Method of Electing Members**

**Section 1** - Active Members and Honorary members.

(a) The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through a member of the club selected by the board. The proposal shall be kept confidential except as otherwise provided in this procedure.

(b) The board, through a committee, shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

(c) This committee shall approve or disapprove the proposal within a reasonable amount of time of its submission, and shall notify the proposer of its decision.

(d) If the decision of this committee 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 permit his or her name and proposed classification to be published to the club at least twice. Objections from any member are to be filed within seven (7) days in writing, stating reasons, with the Club Secretary.

(d) Within two weeks following the second publication of the prospective member's name, the board shall meet at a regular or special meeting to ballot on the proposed member. If not to exceed ONE negative vote is cast by the members of the board in attendance at such meeting, that person shall be considered to be elected to membership upon payment of dues and initiation fee.

(e) Following such election, the president shall arrange for the new member's induction and further orientation, and the club secretary shall report such action to RI.

**Section 2** - In the case of Honorary memberships, the board may elect to waive any of the steps as set forth in Section 1 and proceed to ballot on the proposed member. If not to exceed ONE negative vote is cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

## **Article XI 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 XII**

### **Order of Business**

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

## **Article XIII**

### **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 addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of Rotary International.

## **Article XIV**

### **Indemnification of Officers, Directors**

The club shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The club shall have power to purchase and maintain insurance on behalf of any person who is or was serving at the request of the club against any liability that may be incurred while serving in such capacity.



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