

**Bylaws**  
**Rotary Club of Clayton, GA**  
**Revised and approved by the Board of Directors: November 10, 2022**  
**Approved by Club membership: December 1, 2022**

**Article 1 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. Year: The twelve-month period that begins 1 July.
6. Parliamentary procedure: In order to promote good decisions and debate, the club shall follow Robert's Rules of Order.

**Article 2 Board**

The governing body of this club is the Board consisting of a minimum of the president, immediate past president, president elect, secretary, treasurer, and sergeant of arms. At the discretion of the board, also added can be the club administration director, membership director, public relations director, service projects director and the rotary foundation director elected in accordance with article 3, section 1 of these bylaws.

**Article 3 Election of Directors and Officers**

Section 1 – At a regular meeting two weeks prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president elect, secretary, treasurer, sergeant-at-arms, and all other director positions listed above and or deemed necessary by the current board. The nominations duly made shall be placed on ballot in alphabetical order under each office and shall be voted on in a December meeting. The candidates receiving the majority vote shall be declared elected to their respective offices.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board.

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

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

**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 pertains 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 – *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.

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 of the board.

## **Article 5 Meetings**

Section 1 – Annual Meeting. An annual meeting of this club shall be held no later than December 31 to elect officers and directors who will serve for the next Rotary year.

Section 2 – The regular weekly meetings of this club shall be held on Thursday at 12 noon. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

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

Section 4 – Board meetings are to be held at least twice per quarter. Special meetings of the board are called with reasonable notice by the president, or upon request of two directors.

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 \$100 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues are due upon receipt of invoice and with the understanding that a portion of each payment shall be applied to each member's subscription to the RI official magazine.

## **Article 7 Method of Voting**

The business of this club shall be transacted by voice vote or show of hands except for the election of officers and directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

## **Article 8 Five Avenues of Service**

The five 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 Services. This club will be active in each of the five

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 five 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. This area also shall include any activities of promotion, fund raising and distribution of funds raised for all "international Services."

Additional ad hoc committees may be appointed as needed.

- a) The president shall be ex officio a 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 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 to 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.

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 the Standard Rotary Club Constitution is not computed in the attendance record of the club.

#### **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.

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 – As deemed necessary by the president, and approved from time to time by the Board, 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 shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four periods. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year based on 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 via approved membership application, through the club secretary or membership chair. 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 membership requirements of the standard Rotary club constitution.

Section 3 – The board shall approve or disapprove the proposal via a formal meeting or a complete polling of all board members via email within 7 days of its submission and shall notify the proposer, through the club secretary or membership chair, 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 whereas the 2/3 majority vote shall be the deciding factor. 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 secretary or membership chair 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 6b-After induction, new member's onboarding process shall follow as described to include:

1. Onboarding meeting to be held with new member with sponsoring member, membership chair and other Board member in attendance. New member must pay applicable membership fees before or at the time of Onboarding meeting.
2. After onboarding meeting has been completed with all applicable fees collected, the new member is eligible for the red badge ceremony.
3. In order to be eligible for Blue badge, new member must complete the following steps:
  - a. Collect active member signatures and present to Membership chair within 90 days of red badge ceremony.
  - b. Participate in designated acts of club service and participation in club meetings/activities, i.e. set up/break down for 3 meetings.
  - c. Attend at least one Board meeting within 90 days of red badge ceremony.
  - d. Share his/her classification talk with club membership

Once these steps are complete, the member shall be eligible for their Blue badge.

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

## **Article 14 Corporate Membership**

Section 1 - Approval. A corporate entity or organization can become eligible for

corporate membership of the Rotary Club of Clayton through the existing member approval process. As part of the approval process, the corporate member shall appoint a primary designee. Other employees of the organization may be designated to attend a meeting in lieu of the primary designee if they are part of that organization's leadership team.

Section 2 - RI Registration. One corporate designee will be listed as the official member of the Rotary Club of Clayton and will be noted in the club roster that the individual is the Active Corporate Member, and primary designee of the named eligible corporation.

Section 3 - Votes and Quorum. For general meetings and club matters, voting by the corporate member will be as an official member of the Rotary Club of Clayton (one vote per corporate membership will be recognized). Membership would apply toward RI election voting (only one vote per corporate membership). Only one designee from a corporate membership may hold office an any one time.

Section 4 – Financial Obligations. Corporate Members shall pay the same initiation fees and quarterly dues as Active Members. If more than one designee attends a meeting, the additional designees shall pay for meals at the guest rate.

## **Article 15 Attendance**

A club approved make-up for a missed regular meeting can be done anytime within the same quarter as the missed regular meeting. Makeups must be reported to the Secretary via email, text or via DACdb by the end of each quarter for a missed meeting in that quarter. Quarters end on September 30, December 31, March 31 and June 30. The Club values regular attendance and supports those that desire to achieve perfect attendance however, the Club does not require perfect attendance.

## **Article 16 Resolutions**

Any resolutions or motions to commit the club to any position or action shall

## **Article 17 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 18 Amendments**

These bylaws may be amended at any regular meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting that a quorum be present for the vote, and that a two-thirds (2/3) of the votes support the

change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Revised August 18, 2011 to reflect:

The Five Avenues of Service

Article 6 Section 2 - Removed the dollar amount of dues and add that dues are due upon receipt of invoice

Revised May 10, 2013 to reflect:

Change New Generations to Youth Services

Revised May 31, 2016:

Definitions: Adding procedures governed by Robert's Rule of Order

Article 2-Deleting number of directors to comprise the Board

### **Revised December 2, 2022**

Article 3 section 1: changed election notification from one month to two weeks before election

Article 5, section 4: changed Board meeting requirement from monthly to twice per quarter

Article 13, section 1: prospective members proposed by approved membership application; Section 2: Struck *classification* from requirement of membership; Section 6: added 6B to detail onboarding requirements and steps required to move from Red Badge to Blue badge.

Article 15 Attendance; Added Club does not require 100% perfect attendance.

Article 6-Clarified that a bond may be necessary and Board approval is required  
Article 7-Method of Voting  
Clarified-Consistency with Standard Rotary Club Constitution and Rotary International

Revised December 7, 2017

Amended Article 13 of these Bylaws to include membership chair and board ability to vote on new members via email

Article 14 Corporate Membership was added

Revised October 10, 2019

Article 15 of these Bylaws amend Article 12 of the Constitution of the Rotary Club of Clayton Georgia on attendance regarding the timing and the process of reporting make-ups.