

Bylaws of the Rotary Club of Southpoint (Jacksonville)

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Article 1 Definitions

- a. Board: The club's board of directors
- b. Director: A member of the club's board of directors
- c. Member: A member of the club, other than an honorary member
- d. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions
- e. RI: Rotary International
- f. Year: The 12-month period that begins on 1 July

Article 2 Board

The governing body of the club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary and treasurer.

Section 1 The Board of Directors shall consist of 1 member for every 10 club members, elected by the membership each year for a term of two years, beginning July 1st, together with the immediate past president and other officers who qualify for membership on the Board of Directors. At the regular meeting one month prior to the annual meeting, the nominating committee, comprised of the two most recent past presidents, current president and current president-elect, shall present its nominees for candidates for the Board of Directors, the candidates and every eligible member of the club. These nominations shall be placed on a ballot and voted for at the annual meeting. The candidates securing the highest number of votes shall be declared elected. A member who has served a full term, as president, president-elect, or member of the board elected by the membership may not succeed himself in that office.

Section 2 The officers of the club shall be a president, a president-elect, the immediate past president serving as vice-president, a secretary and a treasurer. Except for the immediate past president and the president-elect, all officers, shall be selected by the president, subject to the confirmation of the board. The president-elect is selected by the nominating committee. The names of the officers will be announced to the club at the first meeting following their selection.

Article 3 Duties of the Officers

Section 1 The president presides at club and board meetings.

Section 2 The immediate past president serves as a director on the club board and as the vice president.

- Section 3 The president-elect prepares for his or her year in office and serves as a director.
- Section 4 The vice president presides at club and board meetings when the president is absent.
- Section 5 A director attends club and board meetings.
- Section 6 The secretary keeps membership and attendance records.
- Section 7 The treasurer oversees all funds and provides an annual accounting of them.

See Rotary club leader manuals for details on the roles of club officers.

Article 4 Meetings

- Section 1 An annual meeting of the club will be held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.
- Section 2 The club meets weekly. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.
- Section 3 Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

Article 5 Fees and Dues

- Section 1 The admission fee and annual dues shall be such sums as are recommended by the board and approved by the membership.
- Section 2 Annual dues may be either increased or decreased by a two-thirds majority vote of the membership.
- Section 3 Each member shall contribute a minimum of \$500 to the club's annual fundraisers. In kind contributions may be accepted if approved in advance by the board.
- Section 4 Meal costs for inactive members shall be set by the Club President and Treasurer in an amount not less than the per-capita cost of said meal. It is the policy of the Club to encourage participation by its inactive members so long as it is not an economic burden to the club.
- Section 5 Meal costs for prospective members may be waived (borne by the club) upon the approval of the majority of the board.

Article 6 Method of Voting

The business of the club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

Article 7 Committees

- Section 1 Club committees coordinate their efforts to achieve the club's annual and long-term goals. Each club should have the committees listed in article 13, section 7, of the Standard Rotary Club Constitution.
- Section 2 The president is an ex officio member of all committees and, as such, has all the privileges of membership.
- Section 3 Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

Article 8 Finances

- Section 1 Before each fiscal year starts, the Treasurer, with the board, prepares an annual budget of estimated income and expenditures.
- Section 2 The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.
- Section 3 Bills are paid by the treasurer or another authorized member approved by the board. Bills over \$2,500 shall be approved by the board.
- Section 4 A qualified person conducts a thorough annual review of all financial transactions.
- Section 5 Club members will receive an annual financial statement of the club.
- Section 6 The fiscal year is from 1 July to 30 June.

Article 9 Method of Electing Members

- Section 1 A member proposes a candidate for membership to the board. The Prospective member should have visited at least two of the club's regular meetings, social events, fundraisers, or projects as a guest of a regular member prior to being proposed for membership.
- Section 2 The board shall publish the name of the prospective candidate and his or her profession to the Club Membership and request comments or discussion on the new person joining the club. The board shall consider the objection of any member to the new member joining the club before deciding whether to admit or reject said member.
- Section 3 The board shall approve or reject the candidate's membership within 30 days of the proposal and notifies the proposing member of its decision.
- Section 4 If the board approves the candidate's membership, the prospective member is invited to join the club.
- Section 5 The new member shall complete a fireside chat consisting of the member's sponsor and at least one board member within 30 days of notification of membership acceptance. The fireside chat shall cover general information

on Rotary International, Rotary District 6970 and The Rotary Club of Southpoint (Jacksonville). This will include history, the Object of Rotary, the 4-Way Test, club expectations and opportunities.

Section 6 After the Fireside Chat the prospective member is presented with an invoice for the admission fee and pro-rated dues. Upon payment of invoice, the prospective member is admitted to the club.

Section 7 The new member shall be encouraged to attend Rotary Leadership Institute (RLI) during the first year of their club membership.

Article 10 Resolutions to Commit Club Resources

No resolution or motion to commit the club resources shall be considered by the club until it has been considered by the board. Nothing herein shall prohibit club members from offering or discussing club commitments at club meetings. Whether such proposed commitment shall be accepted or rejected by the club shall not be voted upon until after considered by the board. The board has the discretion whether to allow a proposed club commitment to be presented to the club for approval or rejection. To the extent the board determines that a proposed commitment shall not be presented to the club, it shall be deemed rejected.

Article 11 Classifications

While the goal of the club is to achieve a diverse membership consistent with Rotary goals and objectives, there are no professional classification quotas or limits. Notwithstanding, no more than 25% of the club membership shall be made up of one professional classification unless considered and approved by the board.

Article 12 Corporate Memberships

Section 1 The club shall have Corporate Memberships wherein the business entity shall pay dues for one of the company's employees as its representative and record as it is a single member.

Section 2 The Corporation may send different directors, members, officers, managers and employees to comply with membership attendance requirements so long as the persons representing the Corporation identify themselves to appropriate Board Members or directors.

Section 3 Individual Corporate memberships may be terminated at will at the discretion of the Board.

Section 4 If more than one member of the company attends the same meeting or other activity, the representative single member shall be responsible for any additional or associated cost.

Article 13 Amendments

These bylaws may be amended at any regular club meeting. Prior approval of a majority of the board is required before the proposed bylaw change may be submitted to the club. If the board deems the proposed bylaw change should not be presented to the club it shall be deemed rejected.

Changing the club bylaws requires sending written notice to each member 10 days before the meeting, having a quorum present for the vote and having two-thirds of the votes support the change. Members participating in the meeting by electronic audio shall be deemed to be present. Proxy votes will be allowed by e-mail or mail if the written notice of the proposed change states that proxy votes will be allowed.

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

Approved: November 11, 2020