

# Rotary Club of Windermere Bylaws

## Article 1. Definitions

- a. Board.....The Board of Directors and Officers of this Club.
- b. Bylaws.....The Bylaws of this Club
- c. Director.....A member of the Board entitled to vote
- d. Fiscal Year....The twelve-month period that begins on 1 July
- e. Member.....An Individual, Family or Corporate Member, other than an honorary Member, of this Club
- f. RCOW.....Rotary Club of Windermere
- g. RCOWinc.....Rotary Club of Windermere, Inc.
- h. RI.....Rotary International
- i. RSCOWL.....Rotary Satellite Club of Windermere-Lunch

## Article 2. The Board

### Section 1. General

- a. The governing body of this Club shall be the Board of Directors.
- b. A quorum shall be a majority of the Directors; issues being determined by a majority of the Directors who cast a vote.
- c. The Board shall have general control over all officers and committees.
- d. The Board shall have general control over the finances of this club.
  - 1. The Board must approve any expenditure that exceeds the budgeted amount.
  - 2. The Board must approve any reallocation of funds between committees.
- e. The Board for good cause, may declare any office vacant.
- f. A vacancy in the Board or any office shall be filled by action of the Board.
- g. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining Board-Elect.

### Section 2. Directors

- a. Officers of the Club are members of the Board of Directors.
  1. Officers of the Club include: President, Immediate Past President, President-Elect, Secretary, and Treasurer.
  2. The remainder of the Board shall consist of no fewer than four (4) Board Members and no more than eight (8) Board Members. Committee Chairs who also serve on the Board are designated in Article 9.
  3. The President may appoint any Member of the Club to be an ex-officio, non-voting member of the Board.

### **Article 3. Election of and Terms of Office for the Board**

**Section 1.** At a regular Board meeting no later than November, the President shall appoint the President-Elect as Chairman of the Nomination Committee. The President-Elect may solicit help from as many Board Members or regular Members of the Club as is deemed necessary. The Nominating Committee shall develop a slate of nominees for Club Officers for the upcoming fiscal year.

**Section 2.** At the First general meeting in December, the Nominating Committee shall present to the Club a slate of nominees.

- a. Members may make any number of nominations from the floor.
- b. All nominations shall be placed upon a ballot and voted on at the second general meeting in December.
- c. A Member may vote only for as many candidates as there are positions to be filled.
- d. The candidates securing the highest number of votes shall be declared elected to their respective positions.

**Section 3.** The term of office for the officers and directors shall run concurrently with the fiscal year.

- a. The President-Elect, President, and Past-President shall, to the extent possible, serve for three (3) years by rotating through each position consecutively for one (1) year.
- b. It is preferable that the Secretary and Treasurer serve for two (2) years each, with their terms staggered so as to provide overlapping terms of service.

## **Article 4. Duties of Officers**

**Section 1. *President.*** The President shall preside at meetings of the Club and the Board and perform other duties as ordinarily pertains to the office of President.

**Section 2. *Immediate Past President.*** The Immediate Past President shall serve as a director and perform such other duties as may be prescribed by the President or the Board. He or she shall preside at meetings of the Club and Board in the absence of the President

**Section 3. *President-Elect.*** The president-elect prepares for his or her year in office and serves as a Director. He (or she) shall complete the full Rotary Leadership Institute program of courses prior to assuming the office of President.

**Section 4. *Secretary.*** The Secretary keeps membership and attendance records.

**Section 5. *Treasurer.*** The Treasurer oversees all funds and provides an accounting of them.

## **Article 5. Meetings**

**Section 1.** The semi-annual meetings of the Club shall be held in July and December of each year.

**Section 2.** The regular weekly meetings of RCOW will be held on Tuesday at 6:54 a.m. at the Windermere Town Hall.

- a. The Board at its discretion may change the time or location of any meeting.
- b. Due notice of any changes in or canceling of the regular meeting shall be provided to all Members of the Club by any expeditious means.
- c. The 4<sup>th</sup> Monday of each month is a joint meeting of RCOW and RSCOWL. It is designated as an Open House and will be held at 6:30 PM at the Town Hall or at Health Central as approved by the Board. No other regular meetings of RCOW will be held during the Open House week.

**Section 3 .** Regular Board meetings shall be held monthly at the location and time designated by the President. Special meetings of the Board shall be called by the

President whenever deemed necessary or upon the request of two directors, due notice having been given.

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

**Section 1.** The Membership dues shall be established by the Board as one of the first orders of business in the new year and presented to the Members within 30 days for ratification. Dues shall be payable quarterly upon receipt of invoice. Dues paid to RI include an automatic subscription to The Rotarian magazine.

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

**Section 1.** Generally, when an issue is to be put to the Membership for voting, the voting shall take place electronically through the Rotary email system or some other system that will allow polling of all active members. Since all active members will be polled, there is no need for a defined quorum. A motion receiving a majority of “Yea” votes will be declared adopted. The results will be tallied by the Secretary and announced electronically to the membership.

**Section 2.** Issues that may need discussion, especially rules, Bylaws amendments, election of new Officers, election of new Members, budgets, etc. will be openly discussed during a regularly scheduled meeting of the Club and the voting held the same week. Other issues, that the Board determines may need Membership ratification but that no discussion of is necessary, may be voted on at any time. It is anticipated that these types of elections will be rare.

## **Article 8. Committees**

**Section 1.** Club committees shall be established to carry out the annual and long-range goals of the Club based on the Five Avenues of Service. The Five Avenues of Service are the philosophical and practical framework for the work of the Rotary Club. The Club will be active in each of the five Avenues of Service which are:

- a. **Club Service**
- b. **Vocational Service**
- c. **Community Service**
- d. **International Service**
- e. **New Generations Service**

**Section 2.** The President-Elect, President and immediate past President will work together to ensure continuity of leadership and succession planning.

- a. Committee assignments shall be completed by the first club meeting in August.
- b. When feasible, committee chairs and members should be appointed to the same committee for two (2) years to ensure consistency.
- c. The President-Elect shall nominate and the Board-Elect shall confirm committee Chairs for the ensuing fiscal year.
- d. Directors not serving as Officers shall help form Committees from general membership and conduct planning meetings prior to the start of the year in office.
- e. Committee Chairs shall appoint committee members and are encouraged to attend Board meetings in a non-voting capacity unless they are Directors.
- f. 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 refer to appropriate RI materials and the Avenues of Service when developing plans for the year.
- g. 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.

## **Article 9. Finances**

**Section 1.** The Rotary Club of Windermere, Inc. is the 501 (c) (3) organization associated with RCOW. As such, it is the intention and will be the practice of RCOW to deposit all net proceeds raised through fund-raising activities into a Service Fund controlled by the Rotary Club of Windermere, Inc.

**Section 2.** Each year, the finalized proposed budget, as prepared by the Board, shall be presented to the general membership during a Club meeting in July. It will be voted on for approval at the next regular meeting. The budget shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board.

**Section 3.** The Treasurer shall deposit all Club funds in a federally insured depository named by the Board. The Club funds shall be divided into two separate parts: Club Operations and Service Funds.

- a. Club Operations funds are those funds raised through dues paid by Members.
- b. Service Funds are raised through the Club's philanthropic fund-raising efforts for the Rotary Club of Windermere, Inc.

**Section 4.** All bills shall be paid by the Treasurer or other authorized officer pursuant to standard accounting and banking procedures.

**Section 5.** A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 6.** 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 7.** 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 the four quarters of the fiscal year. The payment of per capita dues and RI official magazine subscriptions shall be made within 15 days of receipt of the invoice. The magazine cost shall be based on the semi-annual report from Rotary International on 1 July and 1 January of each year on the basis of the Membership of the Club on those dates.

## **Article 10. Method of Admitting New Members**

**Section 1.** Prior to being recommended for Membership the prospective member shall be informed of the purpose of Rotary and the privileges and responsibilities of Membership including financial responsibilities.

**Section 2.** The Club's Membership election method shall be consistent with the requirements of the RI Constitution and shall follow the detailed protocol provided in the RCOW Policies and Procedures.

## **Article 11. 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 12. Amendments**

These bylaws may be discussed and amendments recommended at any regular meeting. Voting on such recommendations will take place as delineated in Article 7. 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 RI.