

**BYLAWS**  
**ROTARY CLUB OF MOREHEAD CITY, N.C.**  
**October 2024**

**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. Quorum: One-third of the club membership; a majority of directors for the Board.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.

**Article 2 Board**

The governing body of this club is the Board of Directors consisting of the Officers (president, immediate past president, president-elect, secretary, treasurer, and sergeant-at-arms), and the seven (7) Directors (club committee chairpersons for Club Administration, Membership, Public Image, Rotary Foundation, Grants Committee & Service Projects Chair, Fundraising, Training Officer, and Scout Chair). Other Officers and Directors may be elected as deemed necessary.

**Article 3 Elections and Terms of Office**

- Section 1** — Nominations for officers and committee chairs may be presented by a nominating committee, by members from the floor, or both. A nominating committee of 4 Past Presidents and the President Elect should be formed by the President each year before October 1st to recruit a slate of officers for the next club year. The President should seek nominations and volunteers from club members from Oct 1 to Dec 1st to aid the nominating committee.
- Section 2** — The candidate who receives a majority of the votes for each office is declared elected to that office.
- Section 3** — If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.
- Section 4** — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.
- Section 5** — A president-nominee shall be elected 18 months but not more than two years before the day of taking office as president. The nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president's term is extended for up to one year. The term of office for each governing board position, and each director position is one (1) year.

**Article 4 Duties of the Board**

- Section 1** — *President*. The president shall preside at club and Board meetings and conduct club administrative functions.
- Section 2** — *Immediate Past President*. The immediate past president shall serve as a director and perform functions of the president in the president's absence.
- Section 3** — *President-elect*. The president-elect shall prepare for his or her year in office and serve as a director.
- Section 4** — *Secretary*. The secretary shall keep membership and attendance records.

**Section 5** — *Treasurer*. The treasurer shall oversee all funds and provide annual accounting of these funds.

**Section 6** — *Sergeant at Arms*. The sergeant at arms shall handle the physical preparations for, and the mechanical part of, a meeting and, unobtrusively, to guide its general conduct for a successful meeting.

**Section 7** — *Director*. A director shall attend club and Board meetings.

**Section 8** — *President-Nominee*. The president-nominee shall not be an officer of the club but shall serve on the Board as Member-At-Large. The president-nominee will prepare to succeed the president-elect in the leadership of the club.

**Section 9** — Board members may perform additional duties as assigned.

## **Article 5 Meetings**

**Section 1** — *Annual Meeting*. An annual meeting to elect officers and present a mid-year report, including current year income and expenses, together with a financial report on the previous year, shall be held before 31 December.

**Section 2** — The regular meetings of this club are held as stated in the club's annually updated tri-fold brochure available from the club's website. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

**Section 3** — Board meetings are held each month as determined by the Board. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors.

## **Article 6 Fees and Dues**

**Section 1** — There is no membership admission fee.

**Section 2** — Membership dues shall consist of RI per capita dues, subscription fees to *The Rotarian* or Rotary regional magazine, district per capita dues, club member dues, and any other Rotary or district per capita assessment. The totality of these dues shall be referred to as club dues, and club dues are to be paid in the amount set forth by the board each year during budget preparation. Each member will also be billed for a contribution to the Rotary Foundation (Paul Harris sustaining Member) and for Polio Plus unless the club member informs the treasurer otherwise. Membership dues are payable upon receipt of a bill from the treasurer. There is no set billing date. Member dues and billing frequency are available in the annually updated tri-fold brochure available from the club's website.

## **Article 7 Method of Voting**

The business of this club is conducted by voice vote or a show of 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 8 Committees**

**Section 1** — Chairpersons of the following seven (7) club committees are directors and coordinate their efforts in order to achieve the club's annual and long-range goals. Club Administration

- Club Administration
- Membership
- Public Image
- Rotary Foundation
- Grants
- Fundraising

- Scout Chair

**Section 2** — Sub-committees may be appointed as needed.

**Section 3** — The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

**Section 4** — Except where special authority is given by the Board, committees shall not act until a report has been made and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

**Section 5** — 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 9 Finances**

**Section 1** — Before each fiscal year starts, the Board prepares an annual budget of estimated income and expenditures. The budget shall include a line item for “ President discretionary ,,,\$200.00.” The budget shall also reflect funds received from a “Happy Dollars” collection shall be deposited into a “fundraising charitable account.”

**Section 2** — The treasurer shall deposit club funds in a financial institution designated by the Board. The treasurer shall maintain two accounts, operating and fundraising. Treasurer shall use DACdb Finance modules as approved by the Board.

**Section 3** — Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

**Section 4** —A qualified person(s) conducts a thorough annual review of all financial transactions.

**Section 5** —Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

**Section 6** — The fiscal year is from 1 July to 30 June.

## **Article 10 Method of Proposing and Electing Members**

**Section 1** — Rotary International and District Guidelines shall be followed when proposing, vetting, and electing new members.

**Section 2** — A member of this club or another club proposes a candidate for membership to the Board and/or the membership committee

**Section 3** —The board approves or rejects the candidate’s membership within 30 days 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 board approves or rejects honorary members.

## Article 11 Corporate Membership

- Section 1** — Approval: A corporate entity or organization can become eligible for corporate membership through the existing member proposal and approval process and consists of a **Primary Member** and an **Alternate Member**. The corporate entity or organization may appoint one **Primary Member**. The corporate entity or organization is expected to send another employee to a meeting each time its **Primary Member** is unable to attend.
- Section 2** — Primary Member: The corporate **Primary Member** will be a Rotarian. The type of membership for the corporate **Primary Member** will be Corporate/Active. As an Active member the corporate **Primary Member** will receive the official Rotary magazine, may hold any position on the Board of Directors, and shall have full voting rights. This member will have all rights and privileges and will be expected to comply will all club requirements as outlined in its constitution and bylaws.
- Section 3** — Alternate Member: The corporate **Alternate Member** will be considered as a visitor, however; this person will serve as its representative for attendance recording purposes. The corporate **Alternate Member** will not have any member type designation, will not receive the official Rotary magazine, will not be listed on the roll, will not be eligible to hold any position on the Board of Directors, and will not have the right to vote on any club matter.
- Section 4** — Financial Obligations: The financial obligations of an eligible corporation will be as noted in the tri-fold brochure available from the club's website.
- Section 5** — Conversion: A **Primary Member** of the eligible business, while still an employee of such business, may convert to an individual membership under the same approval process of a new member. Should a **Primary Member** of the eligible business leave the business, the **Primary Member** may request to join the Club as an individual member under the same approval process of a new member.
- Section 6** — Resignation: Should the corporate **Primary Member** be transferred or no longer be employed by the approved corporate entity or organization; the **Primary Member** shall resign or request to be converted to an individual membership under the same approval process of a new member. The corporate entity or organization may also propose a replacement **Primary Member** through the existing member proposal and approval process.

## Article 12 Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

## Article 13 Amendments

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting that a quorum is present for the vote, and that two-thirds vote of the members present 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.