

**BYLAWS**  
**ROTARY CLUB OF MOREHEAD CITY, N.C.**  
**June 20, 2019, Revision adding Corporate Membership**

**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), the five (5) Directors (club committee chairpersons), and the member-at-large (president-nominee).

**Article 3 Elections and Terms of Office**

**Section 1** — One month prior to elections, members may nominate candidates for president, president-elect, secretary, treasurer, sergeant-at-arms, president-nominee, and director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

**Section 2** — The candidate who receives a majority of the votes for each office is declared elected to that office.

**Section 3** — A vacancy on the Board or any office shall be filled by the remaining members of the Board.

**Section 4** — A vacancy of any officer-elect position or director-elect position shall be filled by the remaining members of the Board-elect.

**Section 5** — The term of office for each governing board position, president-nominee, 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 keep order and perform functions to facilitate meetings.

**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 of this club shall be held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

**Section 2** — The regular weekly meetings of this club are held on Thursday at 6:00 P.M. 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; however, meals are \$8.00, and member is billed unless there is a meeting makeup one week before or after a meeting.

**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 annual 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 quarterly in the amount of \$60.00 for an annual amount of \$240.00. Each member will also be billed \$25.00 four times a year for a contribution to the Rotary Foundation (Paul Harris sustaining Member) 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.

## **Article 7 Method of Voting**

The business of this club is conducted by voice vote, show of hands or by ballot as determined by the Board.

## **Article 8 Committees**

**Section 1** — Chairpersons of the following five (5) club committees are directors and coordinate their efforts in order to achieve the club's annual and long-range goals.

- Club Administration
- Membership
- Public Relations
- Rotary Foundation
- Service Projects

**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 take action 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** — Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

**Section 2** — The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into three parts: club operations, service projects, and reserves.

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

**Section 4** — A thorough annual review of all financial transactions shall be completed by a qualified person.

**Section 5** — An annual financial statement of the club shall be provided to club members.

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

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

**Section 1** — A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

**Section 2** — The Board shall ensure that the candidate meets all of Rotary's membership requirements.

**Section 3** — The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

**Section 4** — If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

**Section 5** — If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person is considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership.

**Section 6** — The club may elect honorary members proposed by the Board.

### **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 with 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 \$1,000 annually, to be paid \$250 quarterly. This includes RI and District dues for its **Primary Member**, a meal at each meeting for its **Primary** or **Alternate Member**, and a \$100 annual contribution to Rotary's Foundation in the name of its **Primary Member**.

**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.