

Bylaws of the Rotary Club of

SEMINOLE

**NOTE: These bylaws are recommended only and may be changed by any Rotary club to meet its own conditions, provided such changes are not out of harmony with the Standard Rotary Club Constitution and with the RI constitution, RI bylaws, and the Rotary Code of Policies. If any doubt exists, the proposed changes should be submitted to the general secretary for the consideration of the Board of Directors of RI.*

Article I Definitions

1. Board: The Board of Directors of the 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 on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of thirteen (13) members of this club, namely, the president, president- elect, (or president-nominee, if no successor has been elected), secretary, treasurer, and the sergeant-at-arms. At the discretion of the board, also added can be the Bulletin Editor and six (6) directors (three (3) directors for 2 years and three (3) directors for one year) elected in accordance with article 3, section 1 of these bylaws, and the immediate past president.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for three (3) directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order and shall be voted for at the annual meeting. The three (3) candidates for director receiving a majority of the votes shall be declared elected as directors for a two (2) year term. The office of President Elect will be selected by the current President prior to December 31 of the current Rotary year and will have served on the Board of Directors prior to their taking office.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the current board and the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

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

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining current board and 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 pertain to the office of president.

Section 2 – *President-elect.* It shall be the duty of the president-elect to serve as a director, preside at meetings of the club and the board in the absence of the president 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 4 – 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 pertain 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 5 – 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 or the board.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the second Wednesday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

(Note: Article 6, section 2 of the Standard Rotary Club Constitution provides that “An annual meeting for the election of officers shall be held not later than 31 December...”)

Section 2 – The regular weekly meetings of this club shall be held on Wednesday (day) at 12:15 PM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member’s being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

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

Section 4 – Regular meetings of the board shall be held on a day to be determined by the Board of Directors of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

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 \$55.00 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 shall be payable on the receipt of the Quarterly Statement, with the understanding that a portion of each semiannual payment shall be applied to each member’s subscription to the RI official magazine. The quarterly statement shall prorate the total of RI, District and Club yearly dues. Meal charges and additional charges will be added to the Quarterly Statement.

Section 3 – All financial obligations to the Rotary Club of Seminole, District 6950 and Rotary International are to be paid in a timely manner. Failure to do so will result in termination from membership in The Club by action of the Board of Directors.

Section 4 – Reinstatement of membership may be possible if all past due invoice are paid in full.

Section 5 – To be considered for reinstatement of membership, the terminated member must petition The Board, along with a commitment to maintain current all financial responsibilities.

Section 6 – The Board will act on the petition for reinstatement at a regular or special meeting.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce** vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot or by

other means rather than by *viva voce* vote.

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)

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 Service. 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 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/Secretary**
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.

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.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed.)

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, International Service and Youth 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, commensurate with budget constraints, 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.

(Note: 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. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the treasurer or other authorized officer.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – 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 quarterly periods extending from 1 July to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of 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, through the club secretary. 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 classification and membership requirements of the standard Rotary club constitution.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, 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. 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 president 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 7 – The board may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board. The honorary membership shall be for one year, subject to review by the board.

Article 14 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 15 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.

Four-Way Test

Adjournment.

Article 16 Amendments

These bylaws may be amended at any regular meeting, a quorum being present in person or virtually via the Internet, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed electronically to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

Amendment to the Rotary Club of Seminole By-Laws

Article XVI

Rotary Club of Seminole Donor Advised Fund

Section 1 Purpose

The purpose of the Rotary Club of Seminole Donor Advised Fund to create and continue an endowment fund for the purpose of providing funds for club charitable projects.

Section 2 Description of Rotary Club of Seminole Donor Advised Fund

The Rotary Club of Seminole Donor Advised Fund is an account set up within the Rotary Foundation Donor Advised Fund which is administered by the Rotary Foundation. The Rotary Foundation Donor

Advised Fund is a public charity under the U.S. Internal revenue Code. The detailed description of the Rotary Foundation Donor Advised Fund is found in the Rotary Foundation Donor Advised Fund Program Circular (pages 1-12) attached to these By-Laws. The conditions of participation in the Rotary Foundation Donor Advised Fund shall take precedence over these By-Laws

Section 3 Contributions to the Rotary Club of Seminole Donor Advised Fund

- (1) Any individual or organization can make a contribution, either monetary or securities to the account. The contribution is an irrevocable charitable contribution. The mechanics of the contribution are contained in the Program Circular. The minimum contribution is \$1000; contributions of more than one donor can be used to meet the minimum. Methods of making contributions are on page 4 of the Program Circular
- (2) At least ten percent (10%) of each club fundraiser will be contributed to the account.
- (3) It is advised that if the donor has any questions concerning contributions and tax consequences, that they contact their tax advisor.
- (4) Contributions to the Donor Advised Fund are not eligible for Paul Harris Fellow recognition.

Section 4 Withdrawal (grants) from the fund

- (1) In accordance with the guidelines of the Rotary Foundation Donor Advised Fund Program Circular withdrawal (grants) can be made at any time, see pages 7-9.
- (2) The withdrawals must be made to the “Rotary Club of Seminole Charitable Fund, Inc.” The funds will then be dispersed from “The Rotary Club Charitable Fund, Inc.
- (3) The amount of the withdrawal shall not exceed the amount of dividend and interest funds available in the donor advised account at that time.
- (4) Per the conditions of the Fund, one percent (1%) of the fair market value (FMV) of the account will be distributed to the Annual Giving Program on 1 July every year. This amount will be credited to Rotary Club of Seminole account.
- (5) A yearly administrative fee (75 basis points) and the investment expense (50 basis points) will be charged on a quarterly basis, see Program Circular pages 8,9
- (6) Withdrawals (grants) are eligible for Paul Harris Fellow recognition credit to the club account.

Section 5 Management of the Account

- (1) A committee of at least three (3) and not more than five (5) club members, appointed annually by the club Board of Directors, shall be responsible for determining the percentage allocation of the contributions among the four (4) model portfolios:

(a) Growth	75% equities	25% fixed income
(b) Moderate Growth	50% equities	50% bonds
(c) Conservative	75% fixed income	25% equities
(d) Capital Preservation	Money Market, ultra-short term fixed income	

- (2) The percentage allocations can be changed at any time by completing the “Investment Recommendation” form.
- (3) There must be at least two (2) and not more than four (4) committee members called “Account Holders” registered with the Rotary Foundation Donor Advised Fund. These Account Holders must sign all contribution and withdrawal (grant) paperwork. The methods of adding and deleting account holders are found on page 4 of the Program Circular.
- (4) The Rotary Foundation Donor Advised Fund will provide quarterly account status, contribution conformations, necessary IRS forms and any other financial reports or information required by law.
Program circular page 11

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Amendment 1 to Revision November 2020

Recognizing the growing importance that businesses place on corporate social responsibility, the Rotary Club of Seminole created a **corporate membership**. Corporations can participate in projects that give back to the community through Rotary's well-organized structure.

The Rotary Club of Seminole offers a corporate membership in addition to active and honorary memberships for businesses, professional practices, government agencies, educational institutions and other entities as approved by the Board.

1. **Qualifications.** The employees of any qualified Board approved business are eligible for corporate membership in the Rotary Club of Seminole.
2. **Members.** Subject to the approval of the Board, the business designates employees to serve as members of the Rotary Club of Seminole and shall name a primary member and up to three alternate members.
3. **Attendance.** Attendance and participation requirements of the club may be met by any of the members. All corporate members (primary and alternates) are entitled and encouraged to attend any regular meeting of the club as well as other club functions and may attend other Rotary clubs.
4. **Dues.** Dues for the primary corporate member are determined by the Board and are to be paid quarterly. Dues for each alternate corporate member shall be determined by the Board and are to be paid quarterly. Each alternate corporate member that attends the meeting will be billed for the normal cost of the meal that is charged to a visitor Rotarian.
5. **Rotary International Registration.** Primary corporate members for whom RI dues have been paid are registered as active members of the club and noted in the roster as primary corporate members of the named business. Alternate corporate members for whom RI dues are not paid are not listed on the club roster in Rotary's database but may be listed in the Rotary Club of Seminole Club bulletin.
6. **Votes and Quorum.** For the purpose of general meetings and club matters, the primary corporate member is eligible to vote. Since the entity has one primary member that is reported as active, RI dues-paying member, it will have only one vote. Alternate corporate members will hold no voting rights in club matters.
7. **Holding Office.** Any RI dues-paying member listed in Rotary's database, which is the primary corporate member, is eligible to hold office. Alternate corporate members, who do not pay RI dues, are not eligible to hold office.
8. **Change of Employment.** Should the alternate member leave the employ of the corporate entity under which he or she joins the Rotary Club of Seminole, he or she may become a full active member of the club if the new position qualifies for membership.
9. **Change of Employment of Primary Corporate Member.** Should the primary corporate member leave the employ of the corporate entity under which the membership is held, an alternate corporate member or some other employee of that entity must become a primary active dues-paying member of the Rotary Club of Seminole if other membership requirements are met, otherwise the heretofore alternate members are no longer eligible for membership.
10. **Additional Membership.** Corporate membership shall in no way effect full dues-paying active membership in the Club, which is the preferable situation.