

BY-LAWS OF THE ROTOARY CLUB
OF
WESTLAKE-BAY VILLAGE, OHIO

(revised; February 7, 2005, July 20, 2016, March 1, 2017, November 4, 2020)

ARTICLE I

Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the annual meeting, nominations shall be called for by the presiding officer for candidates for the board of directors. In the even-numbered years, four board members shall be nominated and in the odd-numbered years, three board members shall be nominated. The existing board may, at its discretion place in nomination any number of candidates; any number of nominations may be made by the members from the floor. These nominations shall be placed upon a ballot and voted for at the annual meeting and the three or four candidates, depending on the year, securing the highest number of votes shall be declared elected. In the event of a tie vote, such that three or four top candidates cannot be selected, run-off elections between the affected candidates shall be held until a clear decision is achieved.

Section 2 – Members of the board of directors shall serve for a term of two years and shall take office effective as of July 1 of the calendar year immediately following the annual meeting.

Section 3 – The board of directors shall meet within one week after the annual meeting and shall elect a president, one or more vice-presidents, a secretary, a treasurer, assistant treasurer, and a sergeant-at-arms, any and all of whom may or may not be members of the board. If not member of the board, however, the president, each vice-president, the secretary, the treasurer, and the assistant treasurer, directly upon taking office, shall be come ex officio members of the board with full voting responsibilities and privileges of membership. In addition, the immediate past president, directly upon leaving office, shall become an ex officio member of th board with full voting responsibilities and privileges of membership. In addition, the president-elect, until such time as the president-elect’s term begins, shall be come an ex officio member of the board, but without voting responsibilities or privileges of membership.

Section 4 – Upon takin office, officers who serve on the board of directors ex officio (i.e., president, immediate past president, secretary, treasurer, assistant treasurer) shall, if applicable, immediately resign their regular board memberships; (and retrain their ex officio membership). The resulting vacancy(s) on the board shall be filled in accordance with Section 5.

Section 5 – A vacancy in the board of directors or any office shall be filled, for the remaining portion of such director’s or officer’s term, by action of the remaining member of the board.

Section 6 – A vacancy in the position of any officer-elect or director-elect shall be filled, for the entire term of the vacant officer-elect or director-elect position, by action of the remaining members of the board of directors-elect.

ARTICLE II

Board of Directors

Section 1 – The governing body of this club shall be the board of directors, elected in accordance with Article 1, Section 1, of these by-laws.

Section 2 – The board of directors shall be comprised of seven regularly elected members, and additionally the president (ex officio), the president-elect (ex officio), the immediate past president (ex officio), the secretary (ex officio), the treasurer (ex officio) and the assistant treasurer (ex officio).

ARTICLE III

Duties of Officers

Section 1 – President. It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to his office.

Section 2 – Vice President. It shall be the duty of the vice presidents to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to his office.

Section 3 – Secretary. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out annual and semi-annual dues notices and keep payment records, send out notices of meetings of the club and board, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the general secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the district governor immediately following the last meeting of the month, collect and remit to Rotary International, subscriptions to The Rotarian, preside at meetings of the club in the absence of the president and vice-presidents(s), and perform such other duties as usually pertain to this office. Upon retirement from the office the secretary shall turn over to his or her successor or to the president all records, books, or any other club property in his or her possession.

Section 4 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club monthly and at any other time upon demand by the board, preside at meetings in the event of the absence of the president, vice presidents and the secretary, and to perform such other duties as pertain to this office. Upon retirement from office the treasurer shall turn over to the successor treasurer or to the president all funds, books of account or any other club property in his or her possession.

Section 5 – Assistant Treasurer. It shall be the duty of the assistant treasurer to collect luncheon and dinner fees, pay restaurant tabs, conduct the weekly raffle, preside at meetings of the club in the

absence of the president, vice-president(s) or treasurer, perform the duties of the treasurer in the absence of the treasurer, and perform such other duties as usually pertain to this office. Upon retirement from office the assistant treasurer shall turn over to his or her successor, the treasurer, or to the president all funds, book of accounts or any other club property in his or her possession.

Section 6 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for this office, preside at meetings of the club in the absence of the president, vice-president(s), secretary and treasurer, and such other duties as may be prescribed by the president or the board.

ARTICLE IV

Meetings

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

Section 2 – The regular weekly meeting of this club shall be held on Thursday at 12:15 p.m. Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the club.

Section 3. One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of this club. A majority vote of the quorum shall be required for passage of any vote.

Section 4. Regular meetings of the board shall be held monthly, the time and place to be designated by the president. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two members of the board, due notice having been given.

Section 5. A majority of the board members shall constitute a quorum of the board. A majority vote of the quorum shall be required for passage of any vote.

ARTICLE V

Fees and Dues

Section 1 – The admission fee shall be \$100.00 to be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be \$150.00 per annum, or \$80.00 payable semi-annually on the first day of July and of January, with the understanding that a portion of which shall be applied to each member's subscription to The Rotarian magazine.

Section 3 – The membership dues of a newly admitted Member which are not attributable to a fixed expense, may, at the Board of Director's option, be pro-rated based on the number of months remaining in the club's current fiscal year of the Member's induction to this Club.

ARTICLE VI

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 secret ballot, the results of which shall be published.

ARTICLE VII

Committees

Section 1:

- (a) The president shall, subject to the approval of the board, establish committees which are consistent with the "Four Avenues of Services" which are described below:
 - (1) Club Service. This Avenue represents all the activities necessary for member Rotarians to make the Club function successfully.
 - (2) Vocational Service. This Avenue represents the opportunity each member Rotarian has to represent the dignity and utility of their respective vocation to other members of the Club and the community.
 - (3) Community Service. This Avenue represents those activities which member Rotarians undertake to improve the quality of life in their community.
 - (4) International Service. This Avenue reflects the many initiatives all Rotarians undertake to advance international understanding, goodwill and peace.
- (b) The president-elect shall present to the board-elect, not less than two (2) weeks prior to the July board meeting, a written committee structure for its review and the approval of the board. This proposal shall be presented to the board not less than ten (10) days prior to the July board meeting for the Rotary year in which the President was elected to serve. In preparing the committee structure, the president shall take into consideration the organizational requirements and mandates established under these by-laws.
- (c) Where feasible and practicable in the structure and appointment of club committees, there should be provision for continuity of committee structure and committee membership. This may be accomplished with respect to committee membership by appointing one or more members (but not the entire committee) for a second term.
- (d) The president shall also appoint one member of the board who shall be responsible for, supervise and coordinate the work of all committees appointed on Avenues of Service. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

- (e) Each committee shall transact such business as is delegated 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 to the board and approved by the board.

ARTICLE VIII

Leave of Absence

- (a) Upon application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meeting of the club for a specified length of time. For good cause shown, a leave of absence may be granted retroactively.

(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 excused member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provision of Art. VIII, Sec.5 (c) or (d) of the standard club constitution is not computed in the attendance record of the club.)

- (b) Non-attendance due to illness is not to be counted as an absence for membership requirements. No leave of absence is required when a member's absence is due to illness.

ARTICLE IX

Finances

Section 1 – The treasurer shall deposit all funds of the club in a financial institution or institutions to be name by the board.

Section 2 – All bills shall be paid only by checks signed by the treasurer. A thorough review by a certified public accountant or other qualified person shall be made once each year of all the club's financial translations, the results of which shall be presented to the Board of Directors.

Section 3 – Officer having charge or control of funds shall give bond as may be required by the board for th safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4 – The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into two semi-annual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 5 – At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

ARTICLE X

Membership. Membership in the Club is a privilege extended to individuals by the members of this Club, under the terms, duties and conditions of this Club's Constitution, by-laws, and rules adopted from time to time. Membership to this club shall be extended only in accordance with the provisions of Section 1,2,3, or 4 of this Article.

Section 1 – Election as an Active Member (including additional active members).

- (a) The name of a prospective member, proposed by an active member of the club or by the membership development committee shall be submitted to the board in writing, through the club secretary. The new members proposal form may, but need not be, accompanied by an application for membership.
- (b) The board shall request the classifications committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.
- (c) The board shall consider and approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposer, through the club secretary, of its decision.
- (d) If the decision of the board is favorable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his permission for his name and proposed classification to be published to the club.
- (e) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of his admission fee, as prescribed in Article V of the by-laws, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If fewer than two (2) negative votes are cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admissions fee, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report his name to the general secretary of Rotary International and to the District Governor.

- (f) The member shall be formally inducted as a new member at a regular meeting of the club.

Section 2 – Election as an Honorary Member.

- (a) The name of a proposed candidate for membership as an Honorary Member shall be submitted to the board of directors in writing, and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If fewer than two (2) negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.
- (b) The designation of Senior Active and Past Service are eliminated. Any member previously holding the designation of Senior Active or Past Service Member shall revert to the title of Active Member or Honorary Member as determined by the Board.

Section 3 – Re-election of Former Additional Active Member

- (a) The application of a former additional active member of this club who was elected as such member under Article III, Section 2(a) of the bylaws of Rotary International and whose membership was terminated as provided in Article VIII, Section 2(b)(1) of the constitution of this club shall be considered promptly by the board and in advance of any other application or proposal under the same classification or another classification.
- (b) When the membership of an additional active member elected under the provision of Article V, Section 5(b) of the constitution of this club has ceased as a result of the classification becoming vacant, then when the classification is again filled, he may (without prejudice to the right of the holder of the classification to propose an additional active member under Article V, Section 5(a) of the constitution) then be re-elected.
- (c) At its discretion the board may refer any application to the classifications and membership committees and the board shall provide for a ten (10) day period during which any member objecting to the election of any proposed member shall notify the board in writing, stating reasons for his objection. At any regular or special meeting, the board shall proceed to ballot on any application taking into account, where applicable, reports from the classifications and membership committees and any objections filed. If fewer than two (2) negative votes are cast by members of the board in attendance at the regular or special meeting, the former additional active member or members shall be considered duly elected to membership and shall be so notified by the secretary. In the event any application is rejected the applicant shall be so notified by the secretary.

Section 4 – Transfer of Membership.

A member in good standing of another Rotary Club shall be granted standing as an Active Member upon transfer of his or her membership from his or her prior club. Membership to this club is accomplished upon receipt by the Board of a letter from the new member’s prior club wherein the prior club proposes the new member for membership in this club. A new member’s membership is automatic under this section, and the three readings for a new member are waived in this instance. The proposal letter for the new member must be dated in a reasonable time, and the new member must be in good standing with his or her prior club in order for this provision to be operative.

ARTICLE X1

Resolutions

No resolutions or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

ARTICLE XII

Order of Business

- Meeting called to order
- Introduction of visiting Rotarians
- Correspondence and announcements
- Committee reports if any
- Any unfinished business
- Any new business
- Address or other program feature
- Adjournment

ARTICLE XIII

Amendments

These by-laws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provide that notice of such proposed amendment shall have been distributed to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of Rotary International.