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# Bylaws of the Rotary Club of Issaquah

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## 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 1 July.**

## Article II Board of Directors

The governing body of this club shall be the board of directors consisting of fourteen (14) members of this club, namely, eight (8) directors elected in accordance with article 3, section 1, of these bylaws, the president, vice president, president-elect, secretary, treasurer, the immediate past president and president nominee when elected (non-voting officer).

## Article III 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 president-nominee, vice president, secretary, treasurer, and eight (8) members of the board of directors, comprised of Club Service, Vocational Service, Community Service, International Service, Membership, Public Relations, New Generations and a Foundation Chair. 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 have 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 under each office and shall be voted for at the annual meeting. The candidates for president-nominee, vice president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The eight (8) candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president-nominee elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.

**Section 2** — The officers and directors, so elected, together with the immediate past president, the president-elect, vice president and the president nominee (non-voting officer) shall constitute the board of directors. Within one week after their election, the board of directors-elect shall meet and elect a member of the club to act as sergeant-at-arms, if not otherwise appointed.

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

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

## **Article IV 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 the office of president.

**Section 2** — *President-elect*. It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board.

**Section 3** – *Vice President*. It shall be the duty of the vice president is 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 the office of vice president.

**Section 3** — *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as prescribed by the president or the board.

**Section 4** — *Secretary*. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district secretary within 15 days of the last meeting of the month, collect and remit to RI subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office of secretary.

**Section 5** — *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to the office of treasurer. The treasurer is responsible for completing all required State of Washington non-profit paperwork to comply with applicable laws and for Federal tax compliance under the Internal Revenue Code Section 501(c)(4). **The Club Treasurer may also serve as Treasurer for the related Foundation of the Rotary Club of Issaquah, which is a separate organization qualifying as a public charity under Internal Revenue Code Section 501(c)(3).** The treasurer also prepares dues statements to be sent to all Club members. **Statements are to be prepared and distributed in early June** and, for those choosing semi-annual payments, in early December. 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 6** — *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

## **Article V Meetings**

**Section 1** — *Annual Meeting*. An annual meeting of this club shall be held no later than the month of December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2** — The regular weekly meetings of this club shall be held on Tuesday at 12:15 p.m. 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 by the board of directors of this club, pursuant to article VIII, section 2 (b) of 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 VIII, section 1.

**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 once a month at a site announced by the president. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

**Section 5** — A minimum of seven (7) of the fourteen (14) board members shall constitute a quorum of the board. Should a tie occur on any vote before the Board the President shall cast a tie-breaking vote.

### **Article VI Fees and Dues**

**Section 1** — The admission fee shall be \$75.00 to be paid before the applicant can qualify as a member.

**Section 2** — The membership dues shall be as voted by the Board of Directors and payable annually on the first day of July but delinquent if not paid by the last day of July, with the understanding that a portion of that shall be applied to each member's subscription to *THE ROTARIAN* magazine. Optionally, dues may be paid in semi-annual installments (1/2 of annual dues) by notifying the Club treasurer in writing. Semi-annual dues will be payable on the first day of July and first day of January and considered delinquent if not paid by the last day of July and January.

### **Article VII 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 if there are multiple nominees for any position; otherwise a *viva voce* vote is acceptable. If time is an issue an electronic vote is acceptable.

### **Article VIII Avenues of Service**

The 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 New Generations Service. This club will be active in each of the Avenues of Service.

### **Article IX Committees**

**Section 1** — Club committees are charged with carrying out the annual and long-range goals of the club. The president-elect, president, president-nominee (when elected) 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 2 years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. Standing committees should be appointed as follows:

- Membership  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- 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 Service (Administration)  
This committee should conduct activities associated with the effective operations of the club.
- International, Vocational, New Generations and Community Service (Service Projects)  
These committees 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 add-on committees may be appointed as needed.

- (a) The president shall be *ex officio* member of all committees and, as such, shall have all the privileges (including voting) of membership.
- (b) Each committee shall transact such business as is delegated to it in the 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 to legally or financially commit the Club in any way until a report has been made to the board 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.
- (d) The president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the vocational service, community service, or international service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term. (Leadership Guide attached)

### **Article X 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, and International 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 for the club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

## **Article XI 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 as stated by club Leave of Absence Policy. (Attached)

## **Article XII Finances**

**Section 1**— 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. The budget shall provide for club operations. In addition, another separate budget shall provide for the charitable/service operations of the Foundation of the Rotary Club of Issaquah.

**Section 2** — The treasurer shall deposit all funds of the club in a bank to be named by the board. Treasurer shall file all necessary paperwork in order to maintain the Club's tax exempt status under Internal Revenue Code Section 501(c)(4), and **shall not co-mingle Club funds with those of the Foundation of the Rotary Club of Issaquah**, which is a separate tax-exempt public charity that has been issued a Determination Letter by Internal Revenue Service attesting to such charitable status under the Internal Revenue Service Code Section 501(c)(3).

**Section 3** — All bills shall be paid only by checks signed by the treasurer or other authorized officer upon reimbursement form signed by the president or his designee as stated in writing or electronic.

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

**Section 5** — Officers having charge or control of funds shall be required to give bond for the safe custody of the funds of the club.

**Section 6**— The fiscal year of this club shall extend from July 1st through June 30th, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st through December 31st, and from January 1st through June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

## **Article XIII 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 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 induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary Information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member as well as assign to a club project or function.

**Section 7** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

#### **Article XIV Resolutions**

No resolution 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 XV Order of Business**

Meeting called to order.

Introduction of visiting Rotarians and guests.

Correspondence and announcements.

Address or other program features

Committee reports if any.

Any unfinished business.

Any new business.

Adjournment.

#### **Article XVI Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed 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 club constitution and with the constitution and bylaws of RI.

**Article XVI Attachments** (Documents adopted by Board of Directors and not adopted as part of these by-laws or any subsequent amendments)

Leadership Guide

Leave of Absence Policy