

Southern Pines Rotary Club By-Laws

Following are the By-Laws of the Southern Pines Rotary Club, as adopted by the Board of Directors May 22, 2013. Revised February 2015

Article 1 - Definitions

- 1.1 - Board: The Board of Directors of the Southern Pines Rotary Club
- 1.2 - Club: The Southern Pines Rotary Club (or SPRC)
- 1.3 - Director: A member of this club's Board of Directors
- 1.4 - District: Rotary International District 7690
- 1.5 - Member: A member, other than honorary, of the Southern Pines Rotary Club
- 1.6 - RI: Rotary International
- 1.7 - Rotary Year: The twelve-month period that begins on July 1st (or

Article 2 - Establishment

The Southern Pines Rotary Club is a service organization that was established through charter by Rotary International on May 31, 1938. The Club is located in Rotary International District 7690, Area 9 (Moore County, North Carolina).

Article 3 - Avenues of Service

The Avenues of Service are the philosophical and practical framework for the work of the Club. This club will be active in each of the Avenues of Service which include:

- Club Service
- Community Service
- International Service
- Youth Service
- Vocational Service

Article 4 - Board

The governing body of the Club shall be comprised of the Executive Committee and Board of Directors, consisting of a total of eleven (11) members, who are elected to or hold the following positions:

- 4.1 - Executive Committee
 - President
 - Immediate Past President (or Past President if the Immediate Past President is not available or able to fulfill this role)
 - President-Elect (or president-nominee, if no successor has been elected)
 - Secretary
 - Treasurer

- 4.2 - Board of Directors
 - Members of the Executive Committee
 - Director of Club Service
 - Director of Community Service

- Director of International Service
- Director of Youth Services
- Director of Public Relations
- Director of Vocational Service

4.3 - Revision

The composition, titles or structure of the Executive Committee and Board of Directors may be revised by a majority vote of the Board.

4.4 - Eligibility

All candidates for Board positions must be members in good standing of the Southern Pines Rotary Club at the time of their nomination and must remain members in good standing during their term of office.

4.5 - Term of Office

The Term of Office for members of the Board of Directors is as follows, unless modified by the Board or the incumbent joins the Board in the middle of a term (Note: Terms follow the Rotary Year):

- President - One Year
- Immediate Past President - One Year President-Elect - One Year
- Secretary - Ongoing, at the discretion of the Board Treasurer - Ongoing, at the discretion of the Board Director of Club Service - Two Years
- Director of Community Service - Two Years
- Director of International Service - Two Years
- Director of Youth Services - Two Years
- Director of Public Relations - Two Years
- Director of Vocational Service - Two Years

Article 5 - Election of Board

5.1 -Nominating Committee

The President will appoint a Nominating Committee, which will be comprised of a minimum of three (3) and maximum of (5) members unless the Board votes to revise the Committee name or structure. Members of the Nominating Committee must be members in good standing of the Southern Pines Rotary Club. At least one member of the Nominating Committee must be a Past President of the Southern Pines Rotary Club (this role may be assigned to the Immediate Past President of the Executive Committee). The Nominating Committee will select a Chairperson who will preside over the responsibilities of the Committee and will report back to the President.

5.2 - Nominations

The Chairperson of the Nominating Committee or his/her designee will make an announcement at a regular Club meeting at least one month prior to the election of officers. The announcement should, at a minimum, notify the members that the Nominating Committee is taking nominations for Board positions and will include the time frame for when nominations are due and elections will be held. Nominations may be made by the Nominating

Committee or from the floor, verbally or in writing and must be received by a member of the Nominating Committee before the expiration of the nomination period. The Nominating Committee will review all nominations, verify that each nominee is a member in good standing and is qualified to serve in the position for which he/she was nominated. Once all nominations are received and the time for accepting nominations has expired, the Nominating Committee will verify that each nominee is willing to serve in the position for which nominated and will prepare a slate of candidates for consideration of the Club. The slate of candidates will be announced to the Club at least twice before elections are held.

5.3 - Voting

If no more than one nomination has been received for any or all positions, the Secretary, upon authorization from the President, may cast one vote for the candidate or slate of candidates and those nominees will be deemed "elected" to their respective position. If more than one nomination has been received, the Nominating Committee will develop a system of voting by ballot. The nominations duly made shall be placed on a ballot in alphabetical order under each office. Subsequent to the announcements, the slate will be presented to the Club and a vote will take place at a regular meeting of the Club on or before December 31st. The candidate receiving a majority of the votes shall be declared elected to their respective position effective the following July 1st. Members elected to a position or office shall be formally installed to their position at a meeting to be held no later than June 30.

5.4 - Assumption of Office

Officers duly elected will take office effective July 1st of the year following the election. Rotarians voted to the position of President-Nominee will take office as President - Elect on July 1st; the President-Elect will take office as President on the following July 1st.

5.5 - Vacancy in Office

Elected officers may resign from a position or office by giving written notice to the President at least thirty (30) days prior to the effective date of the resignation. The President may waive the time frame of this notice. Elected or appointed officers may be removed from their position or office for cause, following a vote of the Board supporting such removal. If a vacancy occurs during the Rotary Year after a Board member has assumed office, the President may appoint any Club member in good standing to fulfill the duties of that office for the remainder of the Rotary Year or until an election can be held. The Board may call for the Nominating Committee to convene as outlined in this Article and a mid-year election may be held to fill any vacant position.

Article 6 - Duties of Officers

6.1 - President

It shall be the duty of the President to serve as a member of the Executive Committee, to preside at meetings of the Club and the Board and to perform other duties as ordinarily pertains to the office.

6.2 - Immediate Past President

It shall be the duty of the Immediate Past President to serve as a member of the Executive Committee, to perform such other duties as may be prescribed by the President or the Board and to perform other duties as pertains to the office of Immediate Past President. The Immediate Past President (or any Past President) may, at the request of the President, preside at meetings of the Club and Board in the absence of the President.

6.3 - President-Elect

It shall be the duty of the President-Elect to serve as a member of the Executive Committee, to perform such other duties as may be prescribed by the President or the Board and to perform other duties as pertains to the office of President-Elect. The President-Elect:

- Serves in the role of Vice-President
- Serves as the liaison to and is a member of the Board of Directors of the Southern Pines Rotary Club Charitable Foundation, unless the Foundation Board takes official action to alter this responsibility
- Is responsible for coordinating programs and logistics for Club meetings
- Presides at meetings of the Club and Board in the absence of the President
- Shall serve as the Club Assistant Secretary

6.4 - Secretary

It shall be the duty of the Secretary to serve as a member of the Executive Committee, to perform such other duties as may be prescribed by the President or the Board and to perform other duties as pertains to the office of Secretary. The Secretary:

- Keeps membership records
- Records attendance at meetings
- Sends out notices of Club, Board, and committee meetings
- Records and preserves the minutes of such meetings
- Reports 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
- Reports changes in membership
- Provides the monthly attendance report, which shall be made to the district governor in a form as approved by the District within 15 days of the last meeting of the month
- Collects and remits RI official magazine subscriptions
- Provides training for and directs the activities of the Assistant Secretary Performs other duties as usually pertain to the office of Secretary

6.5 - Treasurer

It shall be the duty of the Treasurer to serve as a member of the Executive Committee, to perform such other duties as may be prescribed by the President or the Board and to perform other duties as pertains to the office of Treasurer. The Treasurer:

- Maintains custody of all funds
- Accounts for funds to the Club at least annually and at any other time upon request by the Board
- Prepares an annual budget for approval by the Club's Board of Directors Provides training for and directs the activities of the Assistant Treasurer

- Upon leaving office, turns over to the incoming Treasurer or to the President all funds, books of accounts, or any other club property

6.6 - Directors

It shall be the duty of the Directors to serve as members of the Board of Directors, to perform such other duties as may be prescribed by the President or the Board and to perform other duties as pertains to their office. The Directors focus Club activities in their specific Avenue of Service ensuring Club activities are aligned with Rotary International initiatives and direction.

Article 7 - Other Positions

The President may appoint a Rotarian in good standing of the Club to any of the following positions:

7.1 - Sergeant-at-Arms

The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such position and other duties as may be prescribed by the President or the Board.

7.2 - Gold Club Coordinator, aka Club Administrator

The duties of the Gold Club Coordinator shall be to coordinate the activities of the Club, ensure the Club is in compliance with requirements for Gold Club as set forth by District 7690 and to carry out any additional duties as directed by the President or Board.

7.3 - Club Photographer

The duties of the Club Photographer shall be to photographically document the activities of the Club, to take official photographs of new members and to carry out any additional duties as directed by the President or Board.

7.4 - Rotary Foundation Liaison

The duties of the Rotary Foundation Liaison (President-Elect) shall be to coordinate the Club efforts in support of The Rotary Foundation, to inform the Club about Foundation activities and to carry out any additional duties as directed by the President or Board.

7.5 - Webmaster

The duties of the Webmaster shall be to coordinate activities related to the Club website, to work with the Board of Directors to ensure timely information is made available to Club members and the general public through the website and approved social media platforms and to carry out any additional duties as directed by the President or Board.

The President, with approval of the Board, may appoint a member to other positions as deemed necessary to conduct the business of the Club and may remove members from any appointed position as deemed necessary and appropriate.

Article 8 - Committees

The President may appoint committees to serve the Board as deemed necessary for the proper operation and administration of the Club. The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership therein.

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.

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, and the Club membership when deemed appropriate by the Board, on all committee activities.

Committees may be appointed in any of the following areas:

8.1 -Nominating Committee

A nominating committee will be appointed as outlined in Section 5.1.

8.2 - Membership Committee

The President may appoint a Membership Committee to assist the Club in recruiting, retaining and addressing matters relating to the membership. The Membership Committee will ensure proposed members meet the requirements of membership and will oversee the orientation and induction processes. If established, the Membership Committee will be comprised of a number of members as directed by the Board. Members of the Membership Committee must be members in good standing of the Southern Pines Rotary Club. The President will select a Chairperson who will preside over the responsibilities of the Committee and will report back to the Board. The Committee Chairperson will work with the Secretary on matters related to membership and will assist in member outreach relating to proposing, recommending and retaining members as well as in member attendance issues.

8.3 - Long-Range/Strategic Plan Committee

The President may appoint a Long-Range/Strategic Plan Committee to assist the Club in positioning for the future. The Long-Range/Strategic Plan Committee will ensure Club strategic plans and activities are consistent with District 7690 and Rotary International strategic plans. If established, the Long-Range/Strategic Plan Committee will be comprised of a number of members as directed by the Board. Members of the Long-Range/Strategic Plan Committee must be members in good standing of the Southern Pines Rotary Club. The President will select a Chairperson who will preside over the responsibilities of the Committee and will report back to the Board. The President, with approval of the Board, may appoint additional committees as deemed necessary to conduct the business of the Club and may remove chairpersons or committee members as deemed necessary and appropriate.

Article 9 - Meetings

9.1 -Annual Meeting

An annual meeting of the Club shall be held no later than December 31st of each year at which time the election of Officers and Directors to serve for the ensuing year shall take place.

9.2 -Regular Meetings

The Board will determine a schedule of regular weekly meetings to be held on a schedule and at a location approved by the Board. The Board may cancel or reschedule any meeting due to holiday, inclement weather or other just cause and notice of any changes in or canceling of the regular meeting shall be made available to all members of the Club in a format as deemed appropriate by the Board.

All members, except 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.

9.3 -Board Meetings

Regular meetings of the Board shall be held monthly, on a schedule and at a location approved by the Board. Special meetings of the board may be called by the President whenever deemed necessary, or upon the request of two (2) members of the Board of Directors, after notice has been given to the Board and Club. An announcement of an upcoming Board meeting will be given to the Club at a regular meeting, by written or electronic notice or by some other equally effective method.

Article 10 - Quorum

10.1 -A quorum of members must be present for official business to be conducted.

10.2 -Annual Meeting

One-third of the membership shall constitute a quorum at the annual meeting of the Club.

10.3 - Regular Meeting

One-third of the membership shall constitute a quorum at a regular meeting of the Club.

10.4 -Board Meeting

A quorum shall consist of two thirds of the Board Members entitled to vote, represented in person or by a written proxy delivered to the President prior to the meeting which proxy shall meet the conditions set forth in Section 11.4. The members present at a duly called meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Article 11 - Method of Voting

11.1 -Eligibility -Annual Meeting

Only members in good standing of the Club may vote at the Annual meeting.

11.2 - Eligibility -Regular Meeting

Only members in good standing of the Club may vote at a Regular meeting.

11.3 - Eligibility -Board Meeting

Only members in good standing of the Club who have been elected or appointed to a Board position may vote at a Board meeting.

11.4 -- The business of the Club shall be transacted in one of the following ways:

- By voice vote of all persons present and eligible to vote
- By ballot vote of those eligible to vote, if so ordered by the Board
- By Board Action Based on Email. Only in a situation where there are time-constraints that would require a vote of the board prior to the next called meeting, the President or two board members may send an email to all board members making a motion to approve a specific action or actions without holding a special meeting. All board members must have notice of the vote and have the opportunity to cast their vote. The positive vote of two-thirds of the current board members shall be required to approve the action(s). Upon receipt of the necessary votes, the President will inform the board members by email of the approval or disapproval of the motion and the motion and the vote results will be entered into the Board minutes at the next called meeting.

Article 12 - Order of Business

12.1 -Annual Meeting

The President shall determine the Order of Business for the Annual Meeting.

12.2 - Regular Meeting

The Order of Business for regular meetings shall be as follows, but may be modified by the President (or person presiding over the meeting) as needed:

- Meeting called to order
- Pledge of Allegiance
- Invocation
- Introduction of guests and visiting Rotarians
- Announcements
- Proposed Member Announcements
- New Member Inductions
- Program
- Closing

12.3 -Board Meeting

The Order of Business for Board meetings shall be as follows, but may be modified by the President (or person presiding over the meeting) as needed:

- Meeting called to order Acknowledgement of Quorum
- Secretary Report and review of and vote to accept or not accept prior meeting minute
- Treasurer Report and review of and vote to accept or not accept financial report
- Report from President-Elect
- Report from each Director Committee Reports, if any Old Business

- New Business Closing

Article 13 - Finances

13.1 -Budget

Prior to the beginning of each Rotary year, the incoming 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.

13.2 -Deposits

The treasurer shall deposit all club funds in an account at an established financial institution as approved by the Board. Records of all Club funds shall be maintained in accordance with generally accepted accounting principles.

13.3 -Approval to Expend Club Funds

The Treasurer or other authorized officer shall pay all bills and fund expenditures in accordance with the normal business of the Club. Expenses outside the normal business of the Club shall be paid only when approved by a vote of the Board.

13.4 -Audit

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

13.5 -Fiscal Year

The fiscal year of the Club shall extend from July 1st to June 30 and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1 to December 31, and from January 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the Club on those dates, or as required by Rotary International.

Article 14 - Fees and Dues

14.1 -New Member Induction Fee

The Board shall set the New Member Induction Fee. The fee must be paid before the applicant can qualify as a member, except as waived by the Board. The Board shall approve revisions to the fee.

14.2 -Membership Dues

The Board shall set the annual membership dues and a schedule for when payments must be received by the Treasurer. The Board shall approve revisions to the fee. Dues must be paid as required for a member to be considered "in good standing."

The Treasurer shall prepare notices of dues quarterly, unless a different schedule is approved by the Board, and is responsible to collect all dues, fees and other monetary submissions, remitting the proper amount to Rotary International, District 7690 and others as approved by the Board.

The Board may reduce or postpone payment of dues in the event of a serious natural disaster.

All Active Members will be billed in advance for all meals during a given quarter. R-85 members will be billed in arrears for meals when they attend a club meeting.

Article 9 of the Club Constitution states the circumstances that will allow a Member's attendance at specified functions and meetings to count as a makeup when determining attendance for retention and reporting purposes. If the Member pays for a meal at one of these functions or meetings, then the Member shall receive a "meal" credit in arrears for such a makeup. If the Member attends a meeting or function and a meal is not served, then no "meal" credit will be given.

Article 15 - Method of Electing Members

15.1 -Membership Categories

Members of the Club are either "active" or "honorary".

15.2 - Proposing a New Member

The name of a prospective member, proposed by an active member of the Club in good standing (sponsor), shall be submitted to the board in writing, through the Secretary. A transferring or former member of another club may be proposed to active membership by the former club or by a sponsor of this Club. If a prospective member does not have a Club Member sponsor, the Chair and/or members of the Membership Committee may meet with the prospective member to determine if he/she meets the requirements for membership. If so, the Membership Committee may sponsor the prospective member or appoint a Club sponsor. The proposal shall be kept confidential except as otherwise provided in this procedure.

15.3 -Board Action

The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club Constitution. The board shall, by vote, approve or disapprove the proposal within thirty (30) days of its submission and shall notify the proposer, through the Secretary, of its decision.

15.4 - Club Action

If the decision of the Board is favorable, the name and classification of the prospective member will be announced to the Club at two regular meetings so Club members can provide input to the Board. Objections to the proposal of a prospective member must include reasons for the objection.

15.5 -Approval/Disapproval

If no 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 the second notice, that person, upon payment of any required fees, dues, etc. (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 any required fees, dues, etc. (if not honorary membership), shall be considered to be elected to membership. If not approved, the proposed member and proposer will be so notified.

15.6 - Orientation

The proposed member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership during a formal orientation session as approved by the Board.

15.7 - Induction

Following the election, the President shall arrange for the new member's induction, membership information, and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI. The President or his/her designee will determine the format for and will conduct the induction ceremony.

15.8 - Honorary Member

The Club may elect, in accordance with the standard Rotary Club Constitution, honorary members as proposed by a Club sponsor or the Board.

Article 16 - Leave of Absence

16.1 - Cause: A leave of absence may be approved for any of the following reasons:

- Loss of employment
- Family needs Medical issues
- Temporary travel or relocation
- Any other reason as approved by the Board

16.2- Approval

Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings for no longer than twelve (12) months, except that a leave of absence for medical issues may be granted for any period of time and may exceed twelve (12) months. A leave of absence prevents a forfeiture of membership during the period of the leave. When a leave of absence is granted, the Member is excused from attendance requirements and the Club does not have to take into account the Member's absence when reporting club attendance.

Article 17 - 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 18 - 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 provided 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 Rotary International.

Article 19 - Rotary International Constitution

19.1 - Constitution and Bylaws

Rotary International has enacted a Constitution and Bylaws, which are incorporated and made part of these Bylaws to the extent the language in those documents applies to the operations of a Rotary Club.

19.2 -Consistency

These bylaws are believed to be consistent with the RI Constitution, RI Bylaws, and Standard Rotary Club Constitution, under which the Club operates. If any part of these Bylaws is found to not be in compliance, that specific article, section or subsection is deemed by the Board to be invalid, however the remainder of the Bylaws remains in full force and affect until modified by action of the Board.

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