

Bylaws of the Rotary Club of CLAYTON, GEORGIA

Article 1-- Definitions

1. Board: The board of directors of this club
2. Director: The chair of a committee that serves on the Board
3. Member: A member, other than an honorary member, of this club
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for board decisions
5. RI: Rotary International
6. Year: The 12-month period beginning 1 July
7. President-Elect Delegate The officer who is to follow President-Elect

Article 2 -- Board of Directors

The governing, voting body of this club is its elected Officers and Directors. Officers are president, immediate past president, president-elect, secretary, treasurer, and sergeant-at-arms. Directors are elected and serve as chair of their committees: Membership Chair, Public Image Chair, Service Chair, RI Foundation Chair, Impact Chair.

Article 3 -- Elections and Terms of Office

Section 1 — At least two weeks before the December election date, members may, by email to secretary, nominate properly vetted candidates for president-elect delegate, secretary, sergeant-at-arms, treasurer, and the five director positions from Article 2. At a December meeting, with ten days' notice to the membership, the nominations are presented for a general vote. President-Elect Delegate and Club Administrator are not voting members of the Board.

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

Section 3 — If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

Section 4 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 — The terms of office for each role are one year, and may be served successively for up to three years.

Article 4 Duties

(July 2025)

Section 1 — The president presides at club and board meetings.

Section 2 — The immediate past president serves on the board.

Section 3 — The president-elect prepares for his or her year in office.

Section 4 — The secretary keeps membership and attendance records.

Section 5 — The treasurer oversees all funds and provides an accounting of them.

Section 6 — The sergeant-at-arms maintains order in club meetings.

Article 5 Meetings

All meetings shall be guided by the 4-way test. Board meetings shall additionally find guidance from Robert's Rule of Order, Newly Revised for Small Boards.

Section 1 — This club meets for lunch on Thursdays. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 2 — Board meetings are to be held at least twice per quarter. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

Section 3- Conduct regarding politics, religion, speakers, invocations and initiatives shall be considered with deference to our Constitution, which recognizes informed study and club discussion, but prohibits endorsement of candidates, controversial issues, religion, and political issues.

Article 6 Dues

\$1,000 annual dues are to be paid as invoiced by regular mail or email. Annual club dues include cost for lunches, RI per capita dues, subscriptions to the official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

Article 7 Method of Voting

The business of this club is conducted by voice vote or a show of hands. The board may provide a ballot for certain votes. The board may vote by email on very specific and very limited resolutions when timing is critical or difficulty obtaining a quorum is anticipated. Proxy voting is not allowed.

Article 8 Committees

Section 1 —Club Committees are charged with carrying out the annual and long-range goals of the club based on RI's Areas of Service. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. President-Elect is primarily responsible for appointing committee members, appointing committee chairs and conducting planning meetings prior to the start of their year in office. Wherever possible, care should be given to

ensure that committee chairs have had prior experience and that officers have had experience as committee members or directors.

Section 2 — The president is an ex officio member of all committees.

Section 3 — Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities. Committee Chairs should attend Board meetings; if unable to attend, Chair should submit a written report to the President before the meeting.

Article 9 Finances

Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures which will stand as the limit of expenditures for those purposes, unless otherwise ordered by a vote of the board.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

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

Section 4 — A qualified person shall conduct an annual review of all financial transactions.

Section 5 — Club members will receive an annual financial statement of the club for the previous year at an annual meeting.

Section 6 — The fiscal year is from 1 July to 30 June. For the collection members' dues, the year shall be divided into quarters

Section 7- As deemed necessary by the president, and approved from time to time by the board, officers having charge or control of club funds may give bond to be borne by the club.

Article 10 Method of Electing Members

Section 1 — An active member of this club or another club proposes a candidate for membership via approved membership application to the membership director or secretary. A transferring member or former member of another club may be proposed by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 —Once deemed an appropriate proposal by the board, according to membership principles within our Constitution, secretary sends membership the proposal to the membership within 7 days. If secretary receives no written, reasoned objection within 7 days from an Active or Senior Active member, the proposed member, once dues are paid, will be elected to membership. If a reasoned objection is filed, the board will vote on the matter at its next meeting.

Section 3-- The membership committee will develop best practices relating to

onboarding and managing the general membership process. These practices shall be approved by the Board.

Article 11 Corporate Membership

Section 1- Approval. A corporate entity or organization can become eligible for corporate membership. As part of the process, the corporate member shall appoint a primary designee. Other employees of the organization may be designated to attend a meeting in lieu of the primary designee if they are part of that organization's leadership team.

Section 2- RI Registration. One corporate designee will be listed as the official member and will be noted in the club roster as the Active Corporate Member, and primary designee of the named organization.

Section 3- Votes and Quorum. One vote per organization will be recognized. Only one designee from an organization may hold office at any time.

Section 4- Financial Considerations. Corporate members shall pay the same fees and dues as Active members. If more than one designee attends a meeting, the additional designees shall pay for meals at the guest rate.

Article 12 – Satellite Organizations and Affiliates of this Club

It is anticipated that the Board will, from time to time, be presented with opportunities to act on initiatives from RI or the District. This action may create new affiliates using the banner of this club. The board is encouraged to follow these opportunities using guidelines provided by RI or the District using direction from our constitution, bylaws, and the four-way test.

Article 13 Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice or email to every member two weeks before the general meeting at which the vote is to be called. A quorum must be present, and two-thirds of that quorum must support the change. Changes to these bylaws must be consistent with the our Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.