**Bylaws of the Rotary Club of Grafton, WV**

**Article 1: Definitions**

1. Board: The Board of Directors of this 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. Quorum: One-third of the club membership; a majority of directors for the Board.

5. RI: Rotary International.

6. Year: The 12-month period that begins on 1 July.

**Article 2: Board**

The governing body of this club is the Board consisting of the President, Immediate Past President, President-Elect, Secretary/Treasurer, a representative of the Education Endowment of the Rotary Club of Grafton, Inc., the Chair and the Chair-elect of the Type Evening group, and eight additional directors to be elected from the general membership.

**Article 3 Elections and Terms of Office**

Section 1 **—** A nominating committee of three members shall be appointed by the President and ratified by the Board no later than the October meeting of the Board. Said committee shall then prepare a slate of officers for the next Rotary year to be voted upon by the general membership at the annual meeting no later than December 31. Nominations may also be presented at the annual meeting by members from the floor. The slate of nominations for Director shall consist of a list of all members who are willing to serve who are not automatically members of the Board per Article 2. The Sergeant-at-Arms shall be appointed by the President for the term of his or her year.

Section 2 **—** The candidate who receives a majority of the votes for each office is declared elected to that office. The eight nominees for the Board receiving the eight highest number of votes shall be elected to the Board of Directors. In case of a tie for the eighth highest number of votes, a random selection process chosen by the President shall be used as a tie-breaker.

Section 3 **—** **A vacancy on the Board or any office shall be filled by a vote of the remaining members of the Board.**

Section 4 **— A vacancy of any officer-elect position or director-elect position shall be filled by a vote of the remaining members of the Board-elect.**

Section 5 **—** Terms of office for each role are as follows:

Director **—** One year

Treasurer **–-** One year

Secretary **—** One year

Sergeant-at-Arms **—** One year

Chair (Evening group) **–** One year

Chair-elect (Evening group) **–** One year

**Article 4: Duties of the Board**

Section 1 **—** President: The president shall preside at club and Board meetings.

Section 2 **—** Immediate Past-President: The immediate past president shall serve as a director.

Section 3 **—** President-Elect: The president-elect shall prepare for their year in office and serve as a director.

Section 4 **—** Director: A director shall attend club and Board meetings.

Section 5 **—** Secretary: The secretary shall keep membership and attendance records.

Section 6 **—** Treasurer: The treasurer shall oversee all funds and provide annual accounting of these funds.

Section 7 **—** Board members may perform additional duties as assigned

**Article 5: Meetings**

Section 1 **—** Annual Meeting: An annual meeting of this club shall be held no later than the 31st day of December to elect the officers and directors who will serve for the next Rotary year.

Section 2 **—** The regular weekly meetings of this club are held on Wednesday at 12:00 pm. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3 **—** Type Evening members will meet in the evening at least twice each month.

Section 4 **—** Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors.

**Article 6: Fees and Dues**

Section 1 **—** **Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual dues shall be in the amount of $144.00. Membership dues shall be payable in accordance with the policies of the club as established by the Board.**

**Article 7: Method of Voting**

The business of this club is conducted by voice vote or show of hands except for the election of officers and directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

**Article 8: Committees**

Section 1 **—** Club committees coordinate their efforts in order to achieve the club’s annual and long-range goals. Each club should have the following committees:

* Club Administration
* Membership
* Public Relations
* Rotary Foundation
* Service Projects

Section 2 **—** Additional committees may be appointed as needed.

Section 3 **—** The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 **—** Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board.The President or the Board shall refer additional business to a specific committee as needed.

Section 5 **—** 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.

**Article 9: Finances**

Section 1 **—** For each fiscal year, a committee consisting of the president, the immediate past-president and the treasurer shall prepare an annual budget of estimated income and expenditures to be approved by the Board.

Section 2 **—** The treasurer shall deposit club funds in financial institution(s) designated by the Board

Section 3 **—** Bills are paid by the Treasurer or another authorized officer when approved by two officers, one of which may be the Treasurer.

Section 4 **—** A thorough annual review of all financial transactions for the previous club year shall be completed before August 15th by an audit committee appointed by the current President.

Section 5 **—** An annual financial statement of the club shall be provided to club members.

Section 6 **—** The fiscal year is from July 1 to June 30.

**Article 10: Method of Electing Members**

Section 1 **--** Any member may propose to the club’s Board of Directors the name of a candidate for membership, along with information about the person’s business, profession or type of community service and any activities that would enhance his or her consideration as a Rotarian. An effort should also be made to provide a mailing address and other contact information such as phone numbers and/or email addresses. A transferring or former member of another club may also be recommended for membership by the former club.

Section 2 **--** The member who proposes a candidate for membership shall be designated as that persons sponsor.

Section 3 **--** The Board shall ensure that the candidate meets all of Rotary’s membership requirements. Prior to approval of any former member of this or any other Rotary club, it must be determined that they departed this or the former club in good standing with no dues owed.

Section 4 **--** The Board may approve or reject all candidates for membership, including former members of this club or any other Rotary club. Approval by the Board shall be by a simple majority. The President shall notify the proposer of any rejection.

Section 5. If the decision of the Board is favorable, the name of the proposed member shall be conveyed to the entire membership of the club. If no member of the club submits a written objection, including reasons for the objection, to the President within seven days after being notified, that person shall be invited to join the club.

 If an objection has been filed with the President, the Board shall vote on this matter at its next regular meeting or at such special meeting called by the President. Despite the objection, the Board may approve the membership by a two-thirds majority vote and the proposed member is invited to join the club. If however, after considering the objection, the Board votes to decline membership, the prospective member shall be notified of the decision but not the objection made. The identity of the member(s) making the objection shall be kept confidential by the President.

 This procedure shall apply to all candidates for membership, including former members of this club.

Section 6 **--** The prospective member shall be invited to attend up to three regular club meetings as the club’s guest. They shall also attend a Rotary educational meeting to learn about the organization, the benefits and responsibilities of membership and the projects and social events of this club.

Section 7 **–** After attending the education meeting, the prospective member shall be asked if he or she wants to join the Rotary Club of Grafton. If they answer in the affirmative, the candidate shall be asked to complete an Application for Membership and upon payment of dues, shall be considered to be elected to membership. .

Section 8 **–** The President may elect a person to honorary membership in the club. The term of such membership shall be until the end of that President’s term of office.

**Article 11: Makeup for an Absence at a Regular Meeting**

If, within fourteen (14) days before or after the regular time of that meeting, the member:

1. attends at least 60 percent of the regular meeting of another club.
2. attends and participates in a club service project, fund-raising event, or a club-sponsored community event or meeting authorized by the Board for at least one hour. Participation for more than one hour in multiples of full hours may be used as makeup for absences falling within the 14 day before-and-after window.
3. attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned.
4. participates through a club website in an interactive activity requiring an average of 30 minutes of participation. (When 100% attendance is calculated for the purpose of recognition and the assignment of TRF recognition points, no more than 50% of each club year’s regular meetings may be made-up by this method of participating through a club website.)
5. The ways to make up an absence listed in this Article do not preclude other methods noted in Article 9 Section 1(a) of the Club Constitution.

**Article 12: Resolutions**

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

**Article 13: Membership Types**

Section 1 **—** Type Noon: Type Noon members will meet regularly at 12:00 pm each week on Wednesday. These members may also satisfy their attendance expectation by attending the meetings of the Type Evening group.

1) Type Noon members will enjoy all of the rights and responsibilities of membership in the Rotary Club of Grafton.

Section 2 **—** Type Evening: Induction into this membership type will be reserved for those who, because of work or family obligations or other circumstances, cannot attend the club’s regular noon meetings. These circumstances must persist for an extended period of time.

1) Type Evening members will enjoy all of the rights and responsibilities of membership in the Rotary Club of Grafton except:

a) being elected as an officer of the Club or as an at-large member of the Board.

b) voting for Club officers and at-large members of the Board.

2) The leadership roles for the evening group, designated as the Chair and the Chair-elect, shall be chosen from the Type Evening members and elected solely by the members of that group.

3) At such time as the circumstances which precluded the Type Evening member from attending the weekly noon meetings of the Club cease to exist, the individual’s membership type shall automatically change from Type Evening to Type Noon.

4) Type Noon members may transfer their membership type to Type Evening, provided that they meet the requirements for inclusion in this group and the transfer is approved by the Board.

**Article 14: Amendments**

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting, that a quorum be present for the vote, and that two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

*Revised 2019*