

**By-laws of  
THE ROTARY CLUB  
OF  
DURHAM, NORTH CAROLINA**

**ARTICLE I: BOARD OF DIRECTORS**

The governing body of the club shall be a board of directors consisting of 16 members of the club. The president, president-elect, secretary, vice president, treasurer, sergeant-at-arms, and immediate past president of the club shall be 7 of the directors. The other 9 directors shall be elected in accordance with article III of these by-laws.

**ARTICLE II: OFFICERS**

Section 1 *Officers of the Club.* The officers of the club shall be the president, president-elect, secretary, vice-president, treasurer, and sergeant-at-arms. The board may from time to time elect such additional officers with such duties and authority as the board may deem appropriate for the proper functioning of the club. Any such additional officer shall serve at the pleasure of the board and may be removed from office, or the office may be eliminated, by the board at any time in the board's discretion.

Section 2 *President.* It shall be the duty of the president to serve as a director of the club, to preside at meetings of the club and board, and to perform such other duties as ordinarily pertain to the office of president.

Section 3 *President-Elect.* It shall be the duty of the president-elect to serve as a director of the club, to preside at meetings of the club and board of directors in the absence of the president, and to perform such other duties as may be prescribed by the president or the board.

Section 4 *Secretary.* It shall be the duty of the secretary to serve as a director of the club; to keep the records of club membership; to record the attendance at meetings; to send out notices of meetings of the club, board, and committees; to record and preserve the minutes of such meetings; to make the required reports to Rotary International (RI), including the semi-annual reports of membership, which shall be made to the general secretary of RI on January 1 and July 1 of each year, and prorated reports to the general secretary on October 1 and April 1 of each active, senior active and past service member who has been elected to membership in the club since the start of the July or January semi-annual reporting period; to make the report of changes in membership, which shall be made to the general secretary of RI; to make 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; to collect and remit to RI subscriptions to *The Rotarian* magazine; and to perform such other duties as usually pertain to the office of secretary.

Section 5 *Vice President.* It shall be the duty of the vice-president to serve as a director of the club, to preside at meetings of the club and board of directors in the absence of the president and president-elect, to serve as secretary in the secretary's absence, and otherwise to assist the secretary as requested by the secretary, the president, or the board.

Section 6 *Treasurer.* It shall be the duty of the treasurer to serve as a director of the club; to have custody of all club funds; to keep such books of account and other financial records of the club as may be necessary or appropriate in accordance with good accounting practices; to account for any and all club funds to the club annually and to the board at such other times as the board may request; and to perform such other duties as usually pertain to the office of treasurer. Upon resignation, removal, or other departure from office, the outgoing treasurer shall turn over to the incoming treasurer or to the president all club funds, all club books of accounts and other financial records, and all other club property that may be in the possession, custody, or control of the outgoing treasurer.

Section 7 *Sergeant-at-Arms.* The duties of the sergeant-at-arms shall be to serve as a director of the club; to perform such other duties as usually pertain to the office of sergeant-at-arms; and to perform such duties as may be prescribed by the president or the board. The sergeant-at-arms shall not be elected by the members, but shall be appointed by the president, with the advice and consent of the board.

### ARTICLE III: ELECTION OF DIRECTORS AND OFFICERS

Section 1 *Nominations and Terms.* A nominating committee shall nominate one member for each officer position and six members for the director positions. At each of the 3 regular club meetings immediately preceding the annual club meeting, the presiding officer shall announce the names of the persons nominated by the nominating committee to stand for election as directors and officers of the club and shall invite any further nominations from the club at large. At each annual club meeting, the club shall elect 3 directors, each of whom shall be elected for a term of 3 years beginning with the next Rotary year (July 1). Also at each annual club meeting, the club shall elect a president-elect, a secretary, a vice president, and a treasurer, each of whom shall be elected for a term of 1 year beginning with the next Rotary year.

Section 2 *Election of Directors.* The nominees for the 3 director positions shall be placed on a ballot in alphabetical order. Club members may vote for no more than 3. Any nominee receiving a majority of the votes on the first ballot shall be elected. If one or more director positions are open after the first ballot, there shall be a runoff, with the number of nominees reduced to twice the number of director positions still open. The nominees for the runoff shall be selected in descending order based on the votes received in the first ballot. In the runoff, the nominee(s) with the most votes shall be elected to the remaining open director position(s).

Section 3 *Election of Officers.* The nominees for president-elect, secretary, vice president, treasurer, and sergeant-at-arms shall be placed on a ballot in alphabetical order under each office. Any nominee receiving a majority of the votes on the first ballot shall be elected. If one or more officer positions are open after the first ballot, there shall be a runoff, with the number of nominees reduced to two for each office still open. The nominees for the runoff shall be selected in descending order based on the votes received in the first ballot. In the runoff, the nominee(s) with the most votes shall be elected to the remaining open officer position(s). The president-elect so elected shall serve as a director of the club for 1 year beginning with the next Rotary year after the election, and shall then serve as president of the club during the following Rotary year.

Section 4 Beginning with the next Rotary year, the directors and officers so elected, together with the president, the immediate past president, and the previously-elected directors, shall constitute the board.

Section 5 *Vacancies.* A vacancy in the board or any office shall be filled by action of the remaining members of the board. A vacancy in the position of any director-elect or officer-elect shall be filled by action of the remaining directors-elect.

### ARTICLE IV: MEETINGS

Section 1 *Annual Meeting.* An annual meeting of the club shall be held on the first Monday in December of each year, at which time directors and officers of the club shall be elected for the next Rotary year.

Section 2 *Regular Meetings.* Regular weekly meetings of the club shall be each Monday at 12:30 p.m. Notice of any change in or cancellation of a regular meeting shall be given to all members of the club. All members in good standing on the day of the regular meeting must be counted as present or absent, except honorary members or members excused pursuant to article VII, section 3 of the club constitution. To be counted as present at a regular club meeting, a member must be present for at least 60% of the time devoted to the meeting, either at this club or at any other Rotary club.

Section 3 *Quorum.* One-third of the membership shall constitute a quorum at any annual or regular meeting of the club.

Section 4 *Board Meetings.* Regular meetings of the board shall be held on a specific Monday of the month (e.g., second Monday, third Monday) as decided by a vote of the board at the last (June) meeting of the Rotary year. The designated meeting date shall be published then for the next two weeks in the Bulletin.

### ARTICLE V: FEES AND DUES

Section 1 *Admission Fee.* An admission fee as established by the board from time to time shall be paid before any applicant may qualify as a member.

Section 2 *Membership Dues.* Membership dues as established by the board from time to time shall be payable semi-annually on July 1 and January 1, with the understanding that \$6 of each semi-annual payment shall be for the member's subscription to *The Rotarian* magazine.

## ARTICLE VI: METHOD OF VOTING

The business of the club shall be transacted by voice vote, except the election of officers and directors, which shall be by ballot.

## ARTICLE VII: COMMITTEES

Section 1 *Standing Committees*. The club shall have 5 standing committees, as follows:

Presidential Committee  
Community Service Committee  
Club Service Committee  
Vocational Service Committee  
International Service Committee

Section 2 *Committee Structure*. Each standing committee shall have a chair and a vice-chair, each of whom shall serve for 1 Rotary year. Each vice-chair shall succeed each chair, in the following Rotary year. The president, with the assistance of the president-elect and the board, shall be responsible for appointing any vacant committee chair or vice-chair positions for the president's Rotary year. Each committee shall have such members and such subcommittees as the board shall deem necessary and appropriate from time to time, in consultation with the respective committee chairs and vice-chairs, and in the best interest of the club. The president shall be *ex officio* a member of each committee and, as such, shall have all the privileges of membership thereon.

Section 3 *Committee Duties Generally*. In addition to the duties of the respective committees set forth in article VIII below, each committee shall have such duties and authority, and shall transact such business, as may be delegated to it by these by-laws, or by the president, or by the board. Except where special authority is given by the board, no committee shall take action until a report has been made to the board and approved by the board.

## ARTICLE VIII: DUTIES OF COMMITTEES

Section 1 *Presidential Committees*. The duties of the Presidential Committee, and any subcommittees thereof, may include, but are not limited to, the following:

(a) Audit and Finance

- audit the finances of the club once a year;
- have at least one member who is a certified public accountant or other qualified person;
- make a verbal preliminary report at the July board meeting; and
- make a written final report at the August board meeting, unless the board grants an extension of time for such report.

(b) Nominations and Elections

- be comprised of past presidents of the club, to the extent reasonably feasible;
- produce a slate of candidates for election as club directors and officers;
- report its slate of candidate at the October board meeting, which slate shall thereafter be announced to the club as provided in article III, section 1 of these by-laws; and
- prepare and distribute election ballots, and tabulate and report election results.

(c) Public Relations

- devise and implement plans to publicize Rotary history, goals, activities, programs, and accomplishments, both within the club and to the general public, specifically including the Polio Plus Campaign;
- seek to develop and maintain positive relations between the club and the news media and other communication channels;
- publicize and encourage use of *The Rotarian* magazine and other Rotary resources to promote and accomplish Rotary goals;
- cultivate understanding of Rotary and its goals and activities among bounces, governmental, educational, and other community organizations;
- seek to prevent or correct any erroneous information that might harm Rotary's reputation or limit its effectiveness.

(d) District Liaison

- keep the club apprized of the goals, activities, programs, and accomplishments of the Rotary district, and generally act as liaison between the club and the district;
- support and serve as a resource to any member of the club who becomes District Governor or District

- Governor-Elect;
- devise, publicize, and implement plans for the club, working with the district, to be involved in the Boys and Girls Home and maintain the Rotary Cottage there;
- work with the district to select students to participate in the Rotary Youth Leadership Awards (RYLA) program; and
- act as liaison between the club and the Interact Club at the North Carolina School of Science and Math.

Section 2 *Community Service Committee*. The duties of the Community Service Committee, and any subcommittees thereof, may include, but are not limited to, the following:

(a) Projects and Contributions

- develop a budget of the funds needed to meet the charitable activities or contributions the club has regularly undertaken in the past and/or might wish to consider in the future;
- work with the club Treasurer and the Durham Rotary Community Fund to assess the availability of funds to meet the foregoing charitable activities or contributions;
- devise, publicize, and implement fund-raising activities to seek to meet any short-fall in needed funds;
- monitor the club's fund-raising activities to avoid practices that would be inconsistent with the objects of Rotary or could bring disrepute on the club;
- coordinate the club's annual Salvation Army bell-ringing project;
- coordinate the club's annual poinsettia sales project;
- coordinate the club's annual angle tree project;
- coordinate the club's efforts to raise funds for scholarships for outstanding high school seniors;
- coordinate the club's participation in wood cutting and distribution projects; and
- coordinate the club's participation in Habitat for Humanity projects.

(b) School Partners and Student Recognition

- work with Durham Public Schools to devise and implement plans for the club and individual club members to be involved in Durham's public school system;
- work with Durham Public Schools to identify outstanding high school seniors for special recognition by the club; and
- devise, publicize, and implement plans to promote and maintain excellence in the Durham Public Schools, among students, teachers, and administrators.

Section 3 *Club Service Committee*. The duties of the Club Service Committee, and any subcommittees thereof, may include, but are not limited to, the following:

(a) Sergeant-at-Arms

- provide for the orderly decorum of club meetings;
- staff the Rotary badge table at each club meeting and greet members as they arrive;
- greet, orient, and announce visiting Rotarians and guests, and collect proper payment from them;
- take attendance at club meetings;
- work closely with the Program Committee as needed to meet the needs of guest speakers, such as arranging for audio-visual or other needed equipment;
- publicize and encourage attendance at all Rotary meetings, including district and RI meetings, but with particular emphasis on encouraging attendance at regular club meetings or make-ups for any missed regular club meeting;
- keep members informed of attendance requirements;
- promote incentives for good attendance; and
- seek to identify and correct conditions that contribute to unsatisfactory attendance.

(b) Fellowship

- generally promote fellowship among members, at meeting and other official and unofficial gatherings of members;
- arrange for members and others to fill the head table at each meeting;
- arrange for appropriate music to open each meeting;
- arrange for any special music needed for any meeting or other occasion;
- arrange for a member or other person to give the invocation at each meeting;
- coordinate visitation of hospitalized or homebound members, and sends them meeting bulletins and other appropriate information about club activities;
- encourage participation in club athletic, recreational, or social activities;
- devise, publicize, and implement activities involving spouses or guests of members, including a "Spouse's Night" in any year when no official anniversary is planned;

- notify members of any particular activities or meetings that might be of special interest to spouses;
  - keeps the president apprized of significant events in the lives of members or their families; and
  - keeps the president apprized of the illness or death of any member, spouse, or family member, and prepares appropriate letters of concern and/or condolence for the president.
- (c) Program
- procure speakers for and coordinate the programs of club meetings.
- (d) Newsletter
- publish the club meeting bulletin, including a summary of the previous program, attendance statistics, and other information of interest to and for the benefit of the membership;
  - maintain and regularly update the club web site;
  - prepare quarterly, annual, 5-year, and 25-year summaries of club activities and accomplishments; and
  - coordinate with the club Secretary and other club officers as appropriate to maintain the club's archives.
- (e) Membership
- consider all proposals for membership, including an appropriate investigation of the character, business and community reputation, and general eligibility for membership of all persons proposed for membership, and make recommendations to the board;
  - maintain and apply the member classification system;
  - review and update member classifications as needed;
  - advise the board on classification issues that may arise;
  - prepare and maintain a list of filled and open classifications;
  - publicize open classifications to the club and encourage actions to fill them;
  - devise and implement plans to provide prospective members with information about Rotary in general and the club in particular; and
  - provide orientation and training to new club members.

Section 4 *Vocational Service Committee*. The duties of the Vocational Service Committee, and any subcommittees thereof, may include, but are not limited to, the following:

- devise, publicize, and implement plans to guide and assist club members in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations;
- recognize outstanding vocational service by individuals to the community;
- work with the School Partners and Student Recognition Committee to devise and implement plans to assist young people in the selection of careers; and
- devise and implement plans to assist club members in conducting their vocational activities in accordance with the Four-Way Test.

Section 5 *International Service Committee*. The duties of the International Service Committee, and any subcommittees thereof, may include, but are not limited to, the following:

- devise, publicize, and implement plans to guide and assist club members in discharging their responsibilities in matters relating to international service;
- work with and support the District Rotary Foundation committee; encourage and assist members and others to become Paul Harris Fellows, Paul Harris Sustaining Members, or Rotary Benefactors; participate as appropriate in the District Share Committee;
- work with and support the District Group Study Exchange Committee; interview and select candidates for group study exchange, and assist as appropriate in plans for their travel;
- work with and support the District Scholars Sponsors Committee; nominate candidates for Rotary Scholars and work with them as appropriate through the selection process; and
- encourage visits to and formal and informal relationships with clubs in other countries.

## **ARTICLE IX: LEAVE OF ABSENCE**

Upon written application to the board, setting forth good cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time. Such leave of absence shall prevent a forfeiture of membership, but the club shall not receive credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent, except that absence authorized under article VII, section 3 of the club constitution is not computed in the attendance record of the club.

## **ARTICLE X: FINANCES**

### **Section 1**

The treasurer shall deposit all funds of the club in some bank to be named by the board.

### **Section 2**

All bills shall be paid only by checks signed by the treasurer or such other person or persons as the board may designate from time to time. A thorough audit by a certified public accountant or other qualified person shall be made once a year of all the club's financial transactions.

### **Section 3**

Officers having charge or control of club funds shall give a bond as may be required by the board for the safe custody of such funds, with the cost of the bond to be borne by the club.

### **Section 4**

The fiscal year of the club shall be from July 1 to June 30, and for collection of member dues shall be divided into 2 semiannual periods from July 1 to December 31, and from January 1 to June 30. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1 and January 1 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 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 XI: ELECTING MEMBERS**

### **Section 1**

The name of a prospective member, proposed by an active, senior active, or past service member of the club, shall be submitted to the board in writing, through the club secretary. The proposal for the time being 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. The proposer shall notify the secretary if the candidate wishes to join Rotary and gain the candidate's permission to publish the candidate's name in the club bulletin.

### **Section 4**

If the decision of the board is favorable, the candidate shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership (including the kind of membership proposed). At this meeting the candidate will be requested to fill out the required membership forms.

### **Section 5**

The candidate's name and classification and proposer's name shall be published in the club bulletin in 2 successive issues. Members may comment on the membership proposed, in writing to the board through the secretary of the club, during a period beginning with the first publication and ending with the Wednesday following the second publication, inclusively. If no written objection to the proposal, stating reason, is received by the secretary from any member (other than honorary) of the club within the aforementioned time period, that person, upon payment of the admission fee (if not honorary membership) as prescribed in these by-laws, shall be considered to be elected to membership. If any objection is filed with the board, through the secretary, the

board shall vote on this matter at its next meeting. If approved despite the objection, the candidate, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6

Following such election, the president shall arrange for the new member's induction and further orientation, and the club secretary shall report such action to RI.

**ARTICLE XII: RESOLUTIONS**

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

**ARTICLE XIII: AMENDMENTS**

These by-laws may be amended at any regular club meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of the proposed amendments was announced by the presiding officer at the two regular club meetings immediately preceding the meeting when the vote is taken, and provided further that copies of the proposed amendments were made available to members at each of the two regular club meetings immediately preceding the meeting when the vote is taken. No amendment or addition to these by-laws shall be inconsistent with the club constitution or the constitution and by-laws of RI.

**Article I:** This article is slightly modified from our existing by-laws, and has been moved from third to first, a more logical place for establishing the governing body of the club. Also, the position of vice-president has been added to the list, as required by our club Constitution which mandates six club officers (all of the above except immediate past president). To increase the board's flexibility, the positions of Associate Secretary and Executive Secretary (the paid position) have been deleted from the by-laws, but may be continued by vote of the board under revised article II, section 1 of the by-laws, which empowers the board to appoint other officers as needed.]

**[ARTICLE II: OFFICERS** This section is new. The first sentence reiterates the club Constitution. The balance of this section is intended to give the board flexibility in appointing additional officers as needed.]

[Section 2: President Substantively the same as current by-laws.]

[Section 3: President-Elect Substantively the same as current by-laws.]

[Section 4: Secretary Same as current by-laws.]

[Section 4: Secretary Deleted positions of Associate Secretary and Executive Secretary that are mandated by current by-laws.]

[Section 5: Vice President New. The club Constitution (which cannot be changed except through RI) requires this position and requires the vice president to be a member of the board of directors. In order to comply with the Constitution, and to make the least disruption in our current structure, the duties of Associate Secretary have been transferred to the vice president position. In essence, this is nothing more than changing the Associate Secretary's title to vice president.]

[Section 6: Treasurer Slightly reworded from current by-laws, to clarify duties and make them more explicit.]

[Section 7: Sergeant-at-Arms Same as current by-laws.]

### **[ARTICLE III: ELECTION OF DIRECTORS**

**AND OFFICERS** Revised to require the club president to announce the upcoming elections for the 3 meetings before they occur, and to provide for run-off elections if needed, which the current by-laws ignore. Anyone who receives a majority on the first ballot is elected. From the remaining candidates, take twice the number needed to fill the remaining slots, in the order of votes received, and have a run-off, with each member allowed to vote once for each slot still open, and with the person(s) receiving the most votes being elected to the remaining slots.]

[Section 4: This is basically the same as our current and the recommended by-laws, but the former provisions for selection of the sergeant-at-arms by the newly-elected board and naming the sergeant-at-arms as a board member have been deleted because these points have been addressed elsewhere in the revised by-laws.]

[Section 5: Vacancies This section combines two prior sections, but is otherwise the same as the current and recommended by-laws.]

[Section 1: Annual Meeting Slightly reworded for consistency with other bylaw wording, but substantively the same as current and recommended by-laws.]

Section 2: Regular Meetings Slightly reworded for consistency with other bylaw wording, but substantively the same as current and recommended by-laws.]

[Section 3: Quorum Same as current and recommended by-laws.]

[Section 4: Board Meetings Reworded to allow the board greater flexibility in setting its own meeting dates.]

[Section 1: Admission Fee Reworded to allow the board to adjust the fee from time to time.]

[Section 2: Membership Dues Reworded to allow the board to adjust the fee from time to time.]



**[ARTICLE VII: COMMITTEES Substantially revised to provide greater flexibility in establishing committees and setting club priorities.]**

**[Section 2: Committee Structure All new except last sentence.]**

**[Section 3: Committee Duties Generally Substantively the same as article VII, section 1(e) of current and recommended by-laws.]**

**[ARTICLE VIII: DUTIES OF COMMITTEES**

**I have attempted to extract the most relevant committee duties from the current addendum and to present them in a clear and concise way. I have no pride of authorship, however, and welcome any suggestions about how to describe these committees differently and/or to add or subtract duties. Also, the formatting could obviously be changed if it is thought that a different format (e.g., full sentences in paragraph format) would work better or be more appropriate.]**

**[ARTICLE IX: LEAVE OF ABSENCE Substantively the same as current by-laws.]**

**[Section 2 Deleted reference to Executive Secretary as one authorized to sign checks, since that position is no longer in the by-laws, but may be created by the board in its discretion.]**

**[ARTICLE XIII: AMENDMENTS Revised to delete requirement that proposed bylaw changes be mailed to all members 10 days in advance of vote.]**

**[ARTICLE XIII: AMENDMENTS Deleted prior Article XIII, which mandated an order of business for club meetings.]**