

Bylaws of the Rotary Club of Hilo

APPROVED 11/22/2013

EFFECTIVE 07/01/2014

Article I. Definitions

1. Board: The Board of Directors of this Club.
2. Director: A member of this club's Board of Directors.
3. Officer: The Club's President, Vice-President, President-Elect (or President-Nominee, if no successor has been elected), Secretary, Treasurer, Sergeant-at-Arms, and the Immediate Past-President.
4. Member: A member, other than an honorary member, of this Club.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

Article II. Board

The governing body of this Club shall be a Board consisting of fifteen members of this Club, namely, the eight Directors who shall serve as the respective chairs of the eight Standing Committees as defined in Article IX and the seven Directors who shall serve as the Club's Officers as defined in Article I, and are elected in accordance with Article 3, of these Bylaws.

Article III. Election of Directors and Officers

Section 1.0 – On or before the last regular meeting of the Club in October, the President shall appoint a Nominating Committee comprised of at least five members, with the President-Elect and one other Officer or Director being the only members from the present Board.

The Nominating Committee shall seek out members willing to serve in the various Officer and Director positions. The Committee shall present a slate of nominees to the President for the eight Directors who shall serve as the respective chairs of the eight Standing Committees, and for six Directors who shall serve as the Club's Officers: President, Vice-President, President-Elect, Secretary, Treasurer and Sergeant-at-Arms. The Immediate-Past-President is considered an incumbent and does not stand for election. A slate of Directors shall be presented to the membership no later than the last regular meeting of the Club in November. Candidates for the Vice-President shall be a former President of this Club.

Upon presentation of the Nominating Committee's slate to the membership, the President shall accept additional nominations from the floor until the election meeting.

The nominees for the various offices shall be placed on a ballot and shall be voted upon at a regular meeting on or before the last regular Club meeting in December.

The election may be by voice vote, only if a motion for voice vote is duly made, seconded, and unanimously passed by all present. No ballot shall be required for any office that is uncontested.

The candidate for President-Elect who is elected in such balloting shall serve as a Director 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 that year. The President-Nominee shall take the title of President-Elect upon the election of a successor.

Section 2.0 – *Vacancies, Existing Board.* A vacancy in the Board or any office shall be filled by action of the remaining Directors.

Section 3.0 – *Vacancies, Board-Elect.* A vacancy in the position of any Officer-Elect or Director-Elect shall be filled by action of the remaining Directors-Elect.

Article IV. Duties of Officers

Section 1.0 – *President.* It shall be the duty of the President to preside at meetings of the Club and the Board, and to perform other duties as ordinarily pertain to the office of president.

Section 2.0 – *President-Elect.* It shall be the duty of the President-Elect to serve as a Director and to perform such other duties as may be prescribed by the President or the Board.

Section 3.0 – *Vice-President.* It shall be the duty of the Vice-President to preside at meetings of the Club and the Board in the absence of the President and to perform other duties as ordinarily pertain to the office of Vice-President.

Section 4.0 – *Immediate-Past-President.* It shall be the duty of the Immediate-Past-President to foster continuity of leadership and succession planning, and to encourage effective Club administration and longer range planning initiatives.

Section 5.0 – *Secretary.* It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club, Board, and Committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the Semi-Annual Report (SAR) of membership on 1 January and 1 July of each year; report changes in membership to Rotary District 5000 and RI; provide the monthly attendance report, which shall be made to the District Governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary. The person elected to this office shall not serve more than three consecutive terms.

Section 6.0 – *Treasurer.* It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertains to the office of Treasurer. 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. The person elected to this office shall not serve more than three consecutive terms.

Section 7.0 – *Sergeant-at-Arms.* The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board. The person elected to this office shall not serve more than three consecutive terms.

Section 8.0 – *Other Officers.* The President may appoint other officers to serve in various Club leadership capacities, but they shall not be considered voting members of the Board.

Article V. Meetings

Section 1.0 – *Annual Meeting.* An annual meeting of this Club shall be held no later than the 31st day of December in each year, at which time the election of Officers and Directors to serve for the ensuing year shall take place.

Section 2.0 – *Regular Weekly Meetings.* The regular weekly meetings of this Club shall be held on Fridays at noon. 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 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.

Section 3.0 – *Quorum at Membership Meetings.* One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4.0 – *Regular Board Meetings.* Regular meetings of the Board shall be held each month. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given.

Section 5.0 – *Quorum for Board Meetings.* A majority of the Directors shall constitute a quorum of the Board.

Article VI. Fees and Dues

Section 1.0 – *Admission Fees.* The admission fee shall be as determined by the Board from time to time, and must be paid before the applicant can qualify as a member.

Section 2.0 – *Dues.* The membership dues shall be as determined by the Board from time to time and may be paid annually on the first day of July or semi-annually on the first day of July and January. The membership dues shall include the subscription to the RI official magazine.

Article VII. Method of Voting

The business of this Club shall be transacted by voice vote, except the election of Officers and Directors, which shall be carried out according to Article III, Section 1. The Board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article VIII. Five Avenues of Service

The five 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 Youth Service. This Club will be active in each of the five Avenues of Service.

Article IX. Committees

Club committees are charged with carrying out the annual and long-range goals of the Club based upon the five Avenues of Service. The President-Elect, President, Vice-President 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 three 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. It is recommended that the chair have previous experience as a member of the committee. Each committee shall be chaired by a Director of the Board of Directors. The chair of each committee may establish subcommittees and appoint subcommittee chairs as necessary to carry out the committee's missions. Standing Committees should be appointed as follows:

Section 1.0 – *Membership.* This committee shall be responsible for the development, implementation and management of a comprehensive plan for the recruitment, orientation, mentorship, and retention of members. An important part of this Committee's responsibilities is the education of all members in the membership plan and process.

Section 2.0 – *Public Relations.* This committee shall be responsible for the development and implementation of a cohesive public relations strategy that a) provides appropriate and timely information to various external media venues promoting Rotary projects and activities, and b) meets Club members' needs for information about Rotary.

Section 3.0 – *Rotary Foundations.* This committee shall be responsible for developing and implementing integrated foundation plans that support The Rotary Foundation, and that optimize the effectiveness of the Hawaii Rotary Youth Foundation, the Hilo Rotary Club Foundation, and the Sunao Wada Foundation through financial contributions and program participation.

Section 4.0 – *Club Service.* This committee shall be responsible for managing the support functions of the Club and assuring their effective operation. This committee shall also be responsible for club hospitality and club fellowship.

Section 5.0 – *Vocational Service.* This committee shall be responsible for promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations in Hilo and its surrounding community.

Section 6.0 – *Community Service.* This committee shall be responsible for developing and implementing projects that improve the quality of life of those who live within the Hilo and its surrounding community.

Section 7.0 – *International Service.* This committee shall be responsible for advancing international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.

Section 8.0 – Youth Services. This committee shall be responsible for recognizing the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

Section 9.0 – Finance Committee. This committee shall be chaired by the Treasurer. Members will consist of Board or non-Board members, as necessary. The committee's function is financial oversight and is responsible for planning, arranging, and recommending the financial policies and affairs of the Club, including the budget and accounting systems, federal and state tax requirements, state registration requirements, review of long-range plans for future expense, advice on expenditures, and contingencies. The committee shall advise the Board of Directors on all matters pertinent to the Club's financial well-being.

Section 10.0 – Additional Ad Hoc Committees. Additional ad hoc committees may be appointed as needed.

Section 11.0 – General Provisions regarding committees and subcommittees.

11.1 **President – Ex Officio Committee Member.** The President shall be an ex officio member of all committees and subcommittees, and as such, shall have all the privileges of membership thereon, except to vote only in the case of a tie of the other committee members.

11.2 **Committee Authority Derived from Bylaws.** Each committee shall transact such business as is delegated 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.

11.3 **Responsibilities of Chair.** 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.

11.4 **Adequate Staffing.** Where feasible and practicable in the appointment of committees, there should be two or three members for each committee providing continuity of membership.

Article X. Duties of Committees

Section 1.0 Annual Review of Committees by President. 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 make reference to appropriate RI materials.

Section 2.0 Committee Mandates. 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 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. Leave of absence prevents a forfeiture of membership. It does not give the club credit for the member's attendance. The member must attend a regular meeting of some other club, or the excused member must be recorded as absent – except, absence authorized under the provisions of the standard Rotary club constitution is not computed in the attendance record of the club.

Article XII. Finances

Section 1.0 – *Budgetary Requirements.* Prior to June 15 before the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by the Board. **The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable and service project operations.** This new budget shall also be presented to the membership on or before June 15 of each year.

Section 2.0 – *Two Accounts Required.* The Treasurer shall deposit all club funds in a bank named by the Board. The club funds shall be divided into two separate parts: club operations and charitable and service projects.

Section 3.0 – *Required Approvals for Expense Reimbursement.* All bills shall be paid by the Treasurer or other authorized officer only when approved by two other Officers or Directors. Fax and e-mail approvals are acceptable.

Section 4.0 – *Annual Review of Finances.* A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5.0 – *Bonding Requirements.* Officers having charge or control of club funds shall give bond as required by the Board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6.0 – *Fiscal Year.* The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues may be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article XIII. Method of Electing Members

Section 1.0 – *Membership Proposals.* 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 2.0 – *Role of Board.* The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3.0 – *Board Approval Requirements.* 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 4.0 – *Processing Membership Proposal.* 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 5.0 – *Approval of Membership Application.* 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.

Section 6.0 – *Handling Objections.* 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 7.0 – *Induction.* Following the election, the President shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the President or Secretary will report the new member's information to RI and the President will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club committee, project, or function.

Section 8.0 – *Introduction of Members.* The member shall be formally introduced as a new member at a regular meeting of the club.

Section 9.0 – *Honorary Members.* The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

Article XIV. 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 XV. Order of Business for Regular Club Meetings

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary Information.

Committee reports, if any.

Any unfinished business.

Any new business.

Address or other program features.

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 or emailed 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 RI.

Amendment History

First approved by the membership at the regular meeting of 3/19/93. Subsequently revised at the regular meetings of: 06/13/83; 10/19/84; 06/06/86; 10/24/88; 12/13/89; 03/30/90; 11/20/92; 6/16/06; 3/2/07; 11/05/10, effective 07/01/11; and 11/22/13, effective 07/01/14.