

## **BY LAWS**

Effective July 1, 2019

### **Article 1 Definitions**

1. Board: The Board of Directors of this club.
2. Director: A director on this club's 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 club board decisions.
5. RI Rotary International.
6. Year: The twelve-month period that begins on 1 July.

### **Article 2 Board**

The governing body of this club shall be the board, consisting of 15 members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), vice-president, secretary, treasurer, and 9 directors elected in accordance with Article 3, section 1 of these bylaws.

### **Article 3 Election of Directors and Officers**

#### ***Section 1 – Nominations***

At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for a report of the nominating committee on its nominees for club president-nominee, vice-president, secretary and treasurer, all of whom shall be elected to a one-year term. In addition, the nominating committee shall present a slate of candidates for director. The membership shall elect three (3) directors each year, each to a three year-term.

#### ***Section 2 – Nominating Committee***

The nominating committee shall be made up of three past presidents, plus two non-past presidents from the current membership of the Rotary club of Waikiki, all of whom must be in good standing. The members of the nominating committee shall be appointed by the president-elect. No member of the nominating committee shall be eligible to be nominated for an officer or director in the year in which the committee serves.

#### ***Section 3 – Additional Nominations***

Upon completion of the nominating committee report, the presiding officer shall call for any additional nominations from the membership.

#### ***Section 4 – Qualifications for President***

In addition to the qualifications set forth in the constitution and the Manual of Procedure, the president should have attended one or more district conferences by the date of assuming office and have a working knowledge of the constitution and bylaws of the club and The Object of Rotary. It is recommended that the president will have served in the club as a board member, or member of one or more of the major committees. The president should also possess the ability to assume the leadership of the club and possess the esteem and confidence of the fellow members of the club.

#### ***Section 5 – Election***

The nominations duly made by the nominating committee and any additional nominations received, shall be placed on the ballot in alphabetical order under each office and shall be voted on at the club's annual meeting. The official ballot shall be distributed by mail or in person to all members in good standing, a minimum of ten days prior to the annual election. Said ballots must be returned by mail or hand delivered, and must be received not later than 12:15 PM on the day of the annual election. All ballots shall be returned by mail or delivered to the club secretary, and shall remain unopened until the official counting of the ballots at the annual meeting.

The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes, shall be declared elected to their respective offices. The three candidates for director receiving the three highest vote counts of the votes cast for directors each year, shall be declared elected as directors. In the event of a tie in the number of votes cast for directors, the incumbent board shall resolve the issue as it deems appropriate. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

#### ***Section 6 – Prohibited Activities***

Members of the Rotary Club of Waikiki shall not campaign, canvass or electioneer for elective positions in the club or allow any such activity on their behalf.

- a) No phone solicitations, electronic communications, brochures, literature, letters, and other materials may be distributed or circulated by any member of the Rotary Club of Waikiki, or on their behalf by other club members, to any other club member, except as may be expressly authorized by the board.
- b) When candidates become aware of any prohibited activities having been undertaken on their behalf, they shall immediately express their disapproval to those engaged in such activities, and shall instruct them to terminate such activity.
- c) If a candidate, or Rotarian acting on behalf of such a candidate, fails to adhere to these prohibitions, these activities shall be grounds for disqualification of the candidate from the election in question, by the board.

#### ***Section 7 – Elected Board***

The officers and directors so elected together with the immediate-past president, shall constitute the board. Within one month after the annual election, the board-elect shall meet and elect one or more member(s) of the club to act as sergeant(s)-at-arms.

The office of president-elect and vice-president may be combined as the board may determine.

#### ***Section 8– Vacancies***

A vacancy in the board of directors, or any office, shall be filled by action of the remaining members of the board.

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

## **Article 4 - Duties of Officers**

### ***Section 1 - 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 – Immediate-Past President***

It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

### ***Section 3 – President-elect***

It shall be the duty of the president-elect to serve as a director, prepare for his or her year in office and to perform such other duties as may be prescribed by the president or the board.

### ***Section 4 – 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 such other duties as ordinarily pertain to the office of vice-president.

### ***Section 5 – 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 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; report changes in membership; 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.

### ***Section 6 – Treasurer***

It shall be the duty of the treasurer, to have custody of all funds, accounting for it to the club semi- 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.

### ***Section 7 – 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.

## **Article 5 Meetings**

### ***Section 1 – Annual Meeting***

An annual meeting of this club shall be held on a regular meeting day, between 1 July and 31 December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

*(NOTE: Article 7, section 2 of the standard Rotary club constitution provides that “An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws”)*

## ***Section 2 – Weekly Meetings***

The regular weekly meetings of this club shall be held on Wednesdays at 12:15 p.m. 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, article 7, section 1.

## ***Section 3 – Membership Quorum***

One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

## ***Section 4 – Meetings of the Board***

Regular meetings of the board shall be held on the third Thursday (or other dates chosen by the board) of 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 – Board Quorum***

A majority of the directors shall constitute a quorum of the board.

## **Article 6 Fees and Dues**

### ***Section 1 – Admission Fee for New Applicants***

The admission fee, as determined by the Board, is to be paid before the applicant can qualify as a member.

### ***Section 2 – Membership Dues***

The membership dues, as determined by the Board, shall consist of RI per capita dues, subscription fees to The Rotarian, district per capita dues, club annual dues and any other Rotary or district assessment, and shall be payable semi-annually no later than the last day of June and December. (Approved by vote of the membership April 5, 2017)

## **Article 7 Method of Voting**

The business of this club shall be transacted by voice vote or a show of hands, except in the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

## **Article 8 Avenues of Service**

The 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 Avenues of Service.

## **Article 9 Committees**

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, 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.

Standing committees should be appointed as follows:

### ***Section 1 – Membership***

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

### ***Section 2 – Public Relations***

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

### ***Section 3 – Club Administration***

This committee should conduct activities associated with the effective operation of the club.

### ***Section 4 – Service Projects***

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of our community and communities in other countries.

### ***Section 5 – The Rotary Foundation***

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

### ***Section 6 – Additional Ad Hoc Committees***

Additional ad hoc committees may be appointed as needed.

- a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- b) 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.
- c) 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.

*(NOTE: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed.)*

## **Article 10 - Duties of Committees**

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 reference appropriate RI materials and the Avenues of Service when developing plans for the year.

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 11 - Finances**

### ***Section 1 – Financial Reports***

Prior to the beginning of each fiscal year, the board shall prepare a final draft of 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. The budget shall be broken into two separate parts: one for club operations and one for service projects.

### ***Section 2 – Club Funds***

The treasurer shall deposit all club funds in a bank, named by the board.

### ***Section 3 - Bills***

All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

### ***Section 4 – Annual Financial Review***

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

### ***Section 5 – Financial Statement***

Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

### ***Section 6 - Bond***

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 7 – Fiscal Year***

The fiscal year is from 1 July to 30 June..

## **Article 12 - Method of Electing Members**

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.

1. The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.
2. 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.
3. 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
4. Following board approval, 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

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 project or function.

5. The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

### **Article 13 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 14 Order of Business**

1. Meeting called to order.
2. Introduction of visitors.
3. Correspondence, announcements, and Rotary information.
4. Committee reports if any.
5. Any unfinished business.
6. Any new business.
7. Address or other program features.
8. Adjournment.

### **Article 15 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 sent to each member at least twenty one (21) 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, the RI constitution and bylaws and the Rotary Code of Policies.

Approved: September 11, 2019

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Carol Riley

President 2019-2020

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Ikuko Tomita

Secretary 2019-2020