

**BY-LAWS OF THE ROTARY CLUB
OF THE GULF BEACHES, FLORIDA**

**ARTICLE I
ELECTION OF DIRECTORS AND OFFICERS**

Section 1. Nomination Procedures: (a) A Nominating Committee consisting of the President, President-Elect and one member of the Club not currently serving on the Board of Directors will convene no later than the last Tuesday in November of each year to consider nominations to Officers of the Club.

(b) The Nominating Committee will propose one (1) nominee for the offices of: President Elect, Secretary, Treasurer and two (2) members of the Board of Directors for a total of five (5) nominations. The terms of office of President Elect, Secretary and Treasurer shall be for a period of one (1) year. The term of office for each Director shall be three (3) years; two of which shall be elected each year. No retiring Director shall be eligible for election as a member of the Board of Directors until after a lapse of one (1) year. (This provision is not applicable to such officers of the Club who shall become members of the Board on account of holding office as is provided in Article II or individuals elected by the Board to fill a vacancy in Section 4 of this Article.)

(c) After the names of the nominees have been determined by the Nominating Committee, an individual designated by this Committee shall notify each nominee of their nomination for election to a particular office for approval of said nomination. If any such nominees decline to permit their name to be placed in nomination for election to his office, then the Nominating Committee shall nominate the required number of persons and notification of said individual(s) shall be conducted in the same manner as herein before stated. This procedure shall be conducted until there shall be one (1) nomination for each office.

Section 2. Election Procedure: (a) The election of Officers and members of the Board of Directors will be held no later than April 30th in the year following the annual convening of the Nominating Committee. The election shall be conducted at a regular meeting of the Club.

(b) A written notice that an election will be held must be mailed, emailed or handed to each member and appear in the weekly club bulletin or on the club website for each of the two (2) weeks immediately preceding the annual election.

(c) Nominations from the floor will be permitted upon motion duly made and seconded. However, the individual nominated from the floor must approve the nomination and be present at the election meeting.

(d) If nominations are received from the floor, a written ballot will be used for all nominees for each contested office.

Section 3. Appointment of Sergeant-at-Arms: The President-Elect shall appoint a member of the Club to act as Sergeant-at-Arms of the Club during his/her term as President.

Section 4. Filling Vacancies on Board: A vacancy on the Board of Directors or any office shall be filled by the remaining members of the Board. In the event a member of the Board of Directors is elected to a position as President-Elect, President, Secretary or Treasurer, then the remaining members of the Board shall elect a replacement for a Board member so elected for a term coinciding with the terms of the office to which the Board member is elected.

ARTICLE II **BOARD OF DIRECTORS**

Section 1. The governing body of this Club shall be the Board of Directors, elected in accordance with the provisions of Article I of these By-Laws.

Section 2. The Officers and Directors, so elected, together with the immediate Past-President, shall constitute the Board of Directors. The total number of members of the Board shall be eleven (11); said total consisting of six (6) Directors and the President, Secretary, Treasurer, President-Elect and Past President.

ARTICLE III **DUTIES OF OFFICERS**

Section 1. President: It shall be the duty of the President to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertains to this office. The President-Elect will automatically fill this office upon the expiration of the term of office of the President.

Section 2. President-Elect: The President-Elect will automatically fill the office of the President at the expiration of the term of the sitting President. It shall be the duty of the President-Elect to serve as a member of the Board of Directors of the Club and to perform such duties as may be prescribed by the President or the Board.

Section 3. Past President: This office shall be filled by the immediate Past President of the Club. It shall be the duty of the Past President to preside at meetings of the Club and Board in the absence of the President and to perform such other duties as ordinarily pertains to this office. The Past President shall also serve as the President of the Gulf Beaches Rotary Foundation.

Section 4. Secretary: It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Club, Board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the Club meetings, which shall be made to the District Governor and remit to Rotary International subscriptions to THE ROTARIAN, and perform such other duties as usually pertains to this office.

Section 5. Treasurer: It shall be the duty of the Treasurer to have custody of all funds, accounting to the Club monthly with a copy of the report to all Board members, and to perform such other duties as pertains to this office. The Treasurer shall be responsible to maintain, invoice, and collect all Club membership accounts, and shall be responsible for all Club receipts and disbursements. Upon retirement from office, the Treasurer shall turn over to the successor or to the President all funds, books or accounts and any other Club property in his/her possession.

Section 6. Sergeant-at-Arms: The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the President or the Board.

ARTICLE IV **MEETINGS**

Section 1. Annual Meeting: An annual meeting of this Club shall be held between January 1st and April 30th at a regular Club meeting in each year, at which time the election of Officers and Directors to serve for the ensuing year shall take place.

Section 2. The regular weekly meetings of this Club shall be held on Tuesday at 12:15pm. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.

Section 3. One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4. Regular meetings of the Board shall be held at such times as the President may determine or upon request of at least two members of the Board. There shall be at least one (1) regular Board meeting each month.

Section 5. A majority of the Board members shall constitute a quorum of the Board.

Section 6. Assemblies, Conferences, Conventions: Expenses shall be paid to those required to attend district assemblies and conferences. This shall include expenses for that individual only, covering transportation, food and lodging.

Each member of the Board of Directors is expected to attend one assembly or conference during his/her term of office.

With Board approval, the Club delegate to the Convention of Rotary International may be reimbursed for expenses incurred up to a maximum amount determined by the Board.

ARTICLE V
FEES AND DUES

Section 1. The admission fee for a new member shall be \$50.00 to be paid before the applicant can qualify as a member.

Section 2. The membership dues shall be set by the Board of Directors annually.

ARTICLE VI
COMMITTEES

Section 1. (a) The President shall appoint the following standing Committees:

Public Relations/Information

Membership

Programs

Fellowship Activities

(b) The President may also appoint such committees on particular phases of community services, international service, club service and vocational service as he/she may deem necessary.

(c) Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

(d) The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

(e) Each committee shall transact such business as is delegated to it in the By-Laws 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 to the Board and approved by the Board.

ARTICLE VII
DUTIES OF COMMITTEES

Section 1 Fellowship Activities Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the Club as may be assigned by the President or the Board.

Section 2 Membership Committee. This committee shall consider all proposals for membership and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the Board. The committee shall also continually review the Club roster of filled and unfilled classifications and shall take positive action to initiate and present to the Board the names of suitable persons to fill open classifications.

Section 3 Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the Club.

Section 4 Public Relations/Information Committee. This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object and scope; and (2) to secure proper publicity for the Club. This committee shall also devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities and (4) to give the members information as to development in the administrative operation of Rotary International.

ARTICLE VIII

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. The terms of such leave of absence may be set forth and modified by the Board of Directors as necessary.

ARTICLE IX **FINANCES**

Section 1. The Treasurer shall deposit all funds of the Club in a bank to be named by the Board.

Section 2. All bills shall be paid only by checks signed by the Treasurer, and by either the Secretary, President or President Elect. In the absence of the Treasurer, any two of the previously designated may sign. A thorough audit by three (3) members of the Club (at the end of the fiscal year) who are not members of the Board of Directors shall be made once each year of all the Club's financial transactions.

Section 3. Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 4. Before the beginning of each fiscal year, the President-Elect shall prepare or cause to be prepared a budget of estimated income and estimated 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 X
METHOD OF ACCEPTING NEW MEMBERS

Section 1. Active members.

- (1) From time to time, the Board shall review the list of filled and unfilled classifications as prepared by the Membership Committee and decide which, if any, of the unfilled classifications should be considered as open for proposals and shall advise the membership as to which classifications have been opened for proposal.
- (2) The name of a prospective active member to fill a position or an open classification, having been proposed by an active or honorary member in good standing, shall be submitted on a standard form known as the proposal card to the Membership Committee Chair for review. In the event the individual is or has been a Rotarian, the former club should be contacted.
- (3) The Membership Committee shall consider the eligibility of such proposed member from the standpoint of classification and declare the proposed classification proper or improper and shall make due investigation of the character, business, community, social standing and general eligibility of the person proposed for membership. The Membership Committee Chair shall then report the name of the proposed member to be considered eligible and so recommended to the President
- (4) The proposer, accompanied by a member or members of the Membership Committee of the Club, shall fully inform the proposed member of the privileges and responsibilities of membership in a Rotary Club, and shall secure the oral or written permission of the proposed member to publish their name to the membership of the Club.
- (5) Upon recommendation from the Membership Committee Chair, the President shall submit the name of the proposed new member to the Board of Directors for approval. If approved by a majority of the Board, the Membership Chair shall then notify the proposer and the proposed member of their acceptance to membership.

- (6) The Secretary shall then fill in a new member report form for the newly elected member and forward the completed form to the general Secretary of Rotary International. In the event the proposed member is rejected, the proposer and the prospective member shall be so notified by the Membership Committee Chair.

Section 2. Honorary Members. The name of a proposed candidate for Honorary Member shall be submitted to the Board of Directors and the election shall be in the same form and manner as prescribed for the election of an active member, provided however, that the Board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. By majority vote of the members of the Board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

Section 3. Re-election of Former Active Member.

The application of a former active member of this Club shall be considered promptly by the Board and in advance of any other application or proposal under the same classification or another classification.

ARTICLE XI **RESOLUTIONS**

Section 1. No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

ARTICLE XII
ORDER OF BUSINESS

Meeting called to order:

- Introduction of visiting Rotarians
- Correspondence and announcements
- Committee reports, if any
- Any unfinished business
- Any new business
- Address or other program feature
- Adjournment

ARTICLE XIII
AMENDMENTS

These By-Laws may be amended at any regular meeting of the Club, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been provided by hand delivery, mail or email to each member and posted on the Club web site at least ten (10) days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the Club constitution and with the constitution and by-laws of Rotary International.

This document constitutes the
By-Laws of the Rotary Club of
the Gulf Beaches as revised
and adopted by the Club
Membership at its regular
meeting on

Sam Fallenbaum
President 2015-2016

Suzanne Deady
Secretary 2015-2016