

**BY-LAWS OF THE ROTARY CLUB
OF SARASOTA, FLORIDA
U.S.A.**

ARTICLE I: Definitions

1. Board: The Board of Directors of this Club.
2. Director: A Director of 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 12-month period beginning July 1.

ARTICLE II: Board of Directors.

SECTION 1: The governing body of this Club shall be a Board of Directors.

SECTION 2: The Board shall be composed of no more than fifteen (15) members and no less than eleven (11) members, with seven (7) Club Officers, consisting of the President, President Elect, Vice President, Club Treasurer, Club Secretary, Sergeant-at-Arms, and Immediate Past President, and a maximum of eight (8) Directors elected to terms of two (2) years each, with those terms of office staggered through the election of four (4) each year.

SECTION 3: No elected Director may succeed himself or herself in office, except for those holding the offices of Club Treasurer, Club Secretary, or Sergeant-at-Arms, who may serve unlimited consecutive terms. No President may serve more than two terms, or any part thereof, consecutively. Past Board Members become eligible for election again to the Board after a one-year period off the Board.

SECTION 4: The new Board shall assume its duties as the governing body of the Club at the beginning of the Rotary year which is July 1.

ARTICLE III: Election of Directors and Officers

SECTION 1: Officers. The Officers of the Club shall be elected for one-year terms according to the following:

a. **President.** The President Elect shall automatically accede to the office of President, unless removed for cause, on the first day of July following the expiration of the current President's term, or immediately upon a vacancy created in the office of the President, with the following exception:

~~1)~~The re-election of the President to a second term, or to a full term following ascendancy caused by a vacancy, in which case the term shall begin on the following first day of July.

b. **President Elect.** The Vice President shall automatically accede to the office of President Elect, unless removed for cause, on the first day of July following the

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expiration of the current President's term, or immediately upon a vacancy created in the office of the President Elect. The same exceptions as in Paragraph a-1 above shall apply.

c. **Vice President.** At the first regular meeting of the Club in the month of December, ~~members~~ Club Members shall elect a member to the office of Vice President by a vote per Article VIII by selecting either the recommendation of the Nominating Committee (which shall be composed of the three most recent Club Past Presidents, the President-Elect, and the Vice President) or any nominations from the floor. In the event of a tie vote, all nominees tied for first place will be re-submitted to the members for an additional vote in writing until such tie vote has been broken.

In selecting their recommendation for this position, the Nominating Committee, and the membership, shall take due regard to the individual's attendance at ~~the monthly Club~~ assemblies, regular weekly meetings, participation in Club projects and in the operation of any committee to which he or she had been assigned. One very important factor to be considered is the attendance at no less than 50% of the Club assemblies during the previous twelve (12) months. A nominee shall have been a member of the Rotary Club of Sarasota for one (1) or more years and; shall have served on the Club's Board of Directors, ~~and be a graduate of Rotary Leadership Institute (RLI.)~~

d. Club Treasurer, Club Secretary and Sergeant-at-Arms. At the first regular meeting of the Club in the month of December, the Nominating Committee shall present three members for nomination for one-year terms to the respective offices of Club Treasurer, Club Secretary and Sergeant-at-Arms. Additional nominations, if any, shall then be encouraged to be made from the floor. From these nominees, each member shall vote per Article VIII for a Club Treasurer, Club Secretary, and Sergeant-at-Arms.

SECTION 2: Board of Directors. Directors for the Club shall be elected by the membership per Article VIII ~~by the membership~~ by selecting either the recommendation of the Nominating Committee or any nominations from the floor. ~~Prior to submitting their recommendations to the membership for voting, the nominating committee shall canvass the eligible members to determine their desire and willingness to serve. If any state they are unable to serve, their name(s) shall be stricken from the list. The nominating committee shall also explain to each eligible member the following requirements a Board Member must maintain in order to remain on the Board for his or her elected term of office.~~ Each member elected to the Board must:

a. attend at least 75% of all Bboard meetings, regular or special, held during the Rotary year, ~~and~~

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- b. not miss three (3) consecutive Board meetings, regular or special, and-
- c. not be a member of the Rotary Club of Sarasota Foundation Board, unless as specified in the By-Laws of the Club Foundation.

If a Board Member is unable to meet the above requirements and can not present a reasonable excuse to the Board of Directors for his or her absence, his or her membership on the Board will be automatically terminated.

It will be the duty of the Nominating Committee to ascertain the interest of the members of the Club in the operation of the Club and its betterment prior to presenting its recommendations for nomination to the Board of Directors by learning ofascertaining their attendance records at the regular-Club assemblies, attendance at regular luncheon meetings and their willingness to serve on committees when so assigned.

SECTION 3: Board of Directors Election Procedure. The election of Board Members shall be as follows:

- a. At the annual meeting of the Club in December, in which a quorum is present, in December a list of recommended nominees for membership on the Board of four (4) members without officer designation, the Club Treasurer, the Club Secretary, and the Sergeant-at-Arms shall be presented-presented as nominees for two-year terms for Board of Director to the membership. Additional nominations, if any, shall then be encouraged to be made from the floor. From these nominees, each member shall vote per Article VII for four (4) Directors, a Club Treasurer, a Club Secretary, and a Sergeant-at-Arms.
- b. Prior to finalizing the election the chairman of the Nominating Committee shall canvass the nominees to make sure they are willing to abide by the requirements for membership on the Board.
- c. In case two (2) members on the ballot tie for third place (as to the Director positions), they and the two receiving the highest number of votes shall be declared elected.
- d. Ties for fourth place shall make it necessary for a special ballot being prepared and at the next regular meeting of the Club this ballot shall be voted in writing and the one receiving the highest number of votes shall be declared elected as the fourth member.

ARTICLE II: Board of Directors.

~~SECTION 1: The governing body of this Club shall be a Board of directors.~~

~~SECTION 2: The board shall be composed of no more than fifteen (15) members and no less than eleven (11) members, eight (8) elected to terms of two (2) years each, terms of office to be staggered through the election of four (4) each year,~~

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~~the President, The President-Elect, the Vice President, the Club Treasurer, the Club Secretary, the Sergeant-at-Arms, and the Immediate Past President.~~

~~— SECTION 3: No elected director may succeed himself or herself in office. After a one-year period the individual will be eligible for election again to the Board. An individual elected to the position of Club Treasurer, Club Secretary, or Sergeant-at-Arms, may serve unlimited consecutive terms. No president may serve more than two terms, or any part thereof, consecutively.~~

~~— SECTION 4: The new Board shall assume its duties as the governing body of the Club at the beginning of the Rotary year which is July 1.~~

ARTICLE ~~III~~IV: Vacancies

SECTION 1: A vacancy in the Board of ~~D~~irectors, the office of Vice President, Vice President ~~E~~lect or ~~D~~irector ~~E~~lect shall be filled by action of the remaining members of the Board.

SECTION 2: If a ~~D~~irector or ~~O~~fficer whose term has not expired is moved to a higher office, that constitutes a vacancy to be filled pursuant to ~~this S~~ection 1.

ARTICLE ~~IV~~ V: Duties of Officers:

SECTION 1: President. It shall be the duty of the ~~p~~resident to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertain to this office.

SECTION 2: President Elect. It shall be the duty of the ~~P~~resident ~~E~~lect to preside at meetings of the Club and Board in the absence of the ~~P~~resident and to perform such other duties as ordinarily pertain to this office, including those set forth in Article ~~I~~X.

SECTION 3: Vice President. It shall be the duty of the Vice President to ~~—~~preside at the meetings of the Club and Board in the absence of the ~~P~~resident and ~~P~~resident-~~E~~lect, prepare for the obligations to be assumed as President by learning about Club operations, Club finances, Committee functions and Club projects, and to perform such other duties as ordinarily ~~—~~pertain to this office.

~~Recommended duties are to:~~

~~————— a. Learn Club operations, budgeting, financing, committee functions and~~
~~————— projects.~~

~~————— b. Plan and prepare for obligations to be assumed as President~~
~~————— Elect.~~

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

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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 on January 1st and July 1st of each year, the report of changes in 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 by the 15th of the next month following the last meeting of the month, ~~collect and remit to Rotary International subscriptions to The Rotarian,~~ and perform such other duties as usually pertain to this office. Upon retirement from office, the Secretary shall turn over to his or her successor or to the President all funds, books of accounts or any other Club property in his or her possession.

SECTION 5: Treasurer. It shall be the duty of the Treasurer to have custody of all funds, to collect and remit District and Rotary International per capita dues, collect and remit The Rotarian subscriptions to RI, collect and remit —Paul Harrismember contributions to The Rotary Foundation and The Rotary Club of Sarasota Rotary Foundation member contributions collected by the Treasure to Rotary International and Club Foundation, remit any other Rotary or District assessment accordingly, and oversee and allocate funds toward Club expenses, accounting for same to the Club annually and at any other time upon demand by the Board and to perform such other duties as pertain to this office. Upon retirement from office, the Treasurer shall turn over to his or her successor or to the President all funds, books of accounts or any other Club property in his or her possession.

SECTION 6: Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be ~~such as are usually prescribed for this office~~to ensure the meeting room set up, maintain order at meetings, and such other duties as may be prescribed by the ~~president~~President or the Board.

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ARTICLE VI: Meetings.

SECTION 1: Annual Meeting. An annual meeting of this Club shall be held on the first regular meeting in December ~~of each calendar year~~ at which a quorum of the membership is present. The purpose of the meeting shall be to elect the Officers and Directors for the upcoming Rotary Year per Article III and for the Officers and Directors to provide a financial report for the prior Rotary year and a mid-year report of current-year income and expenses.

SECTION 2: Regular Weekly Club Meetings. The regular weekly meetings of this Club shall be held on Wednesday at 12:00 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.

SECTION 3: At any annual and regular meeting of members of the Club the presence of at least one-third of the members ~~in person~~ shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of the majority of the members present at any meeting at which there is a quorum shall be the act of the full membership, except as may be otherwise specifically provided by statute or by these Bylaws.

SECTION 4: Board of Director Meetings. Regular meetings of the Board shall be held on a date each month to be specified by the ~~P~~president. Special meetings of the Board shall be called by the ~~P~~president whenever deemed necessary, or upon the request of two members of the Board, due notice having been given.

SECTION 5: At all meetings of the Board of Directors, a majority of the Board ~~M~~members shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Board ~~M~~members present at any meeting at which there is a quorum shall be the act of the Board except as may be otherwise specifically provided by statute or by these Bylaws.

ARTICLE VII: Fees and, Dues ~~and Contributions.~~

SECTION 1: The admission fee, as established from time to time by the Board of Directors, shall be paid before ~~the a new member~~ applicant can qualify as a member. Pursuant to Article 12 of the Club Constitution, admission fees shall not be required for transferring or former members of other Rotary clubs or for Rotaractors who cease to be members of Rotaract within the preceding two years.

SECTION 2: The membership dues, as established from time to time by the Board of Directors, shall be payable quarterly, in advance, on the first day of each July, October, January and April, ~~with the understanding that the portion set by Rotary International, of a Club member's payments made during each six (6) months period of membership shall be applied to such member's subscription to the Rotarian~~

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~~magazine. Annual club dues include RI per capita dues, subscriptions to *The Rotarian* magazine, District per capita dues, club fees, and any other Rotary or District per capita assessment.~~

~~—SECTION 3: Voluntary contributions such as to Paul Harris Foundation shall be payable quarterly in advance as outlined in Section 2 above.~~

ARTICLE VIII: Method of Voting

At every meeting of members, each member present shall be entitled to vote ~~in person~~. There shall be no proxy voting. Each member of the Club shall be entitled to one (1) vote. —The business of this Club shall be transacted by voice vote including the election of Officers and Directors unless objected to at the meeting, in which case it shall be by written ballot. All elections shall be had and all questions decided by a simple majority vote of the persons present ~~in person~~.

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ARTICLE ~~VIII~~X: Committees

SECTION 1: Club Committees are charged with carrying out the annual and long-range goals of the Club. The President, President Elect, ~~Current President,~~ Immediate Past President, ~~& and~~ Vice President should work together to ensure continuity of leadership and succession planning. The President Elect is responsible for appointing committee chairs, appointing members to fill committee vacancies, and conducting planning meetings prior to the start of the year in office. -

SECTION 2: When feasible a committee member shall be appointed to the same committee for three (3) years to insure consistency. It is recommended that the chairperson of a committee have previous experience as a member of the committee. ~~The chairperson shall, prior to or during, their chairmanship be a graduate from Rotary Leadership Institute (RLI.)~~

SECTION 3: ~~Standing Pursuant to Article 11 Section 6 of the Club Constitution,~~ standing committees shall be appointed as follows:

a. Membership Committee: -This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.

b. Club Administration: This committee shall conduct activities associated with the effective operation of the Club.

~~Community Service Committee~~ This committee shall develop and implement educational, humanitarian, and vocational projects that address the needs of the community

~~International Service Committee~~ This committee shall develop & implement plans to support the Rotary Foundation through both financial contributions and program participation

c. The Rotary Foundation Committee: This committee shall develop and implement plans to support The Rotary Foundation through financial contributions and Rotary Foundation humanitarian programs participation.

d. ~~Public Relations & Communications~~Image: This committee shall develop & ~~and~~ implement plans to provide the public with information about Rotary and to

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promote the Club's service projects and activities both within the Club ~~& and to~~ the community. This committee shall also be responsible for the internal communications of the Club, including any Club ~~Bulletin~~~~bulletin or; w~~ Websites, and keeping the Club membership ~~well~~-informed of Club projects ~~and activities~~.

e. Service Projects: This committee shall develop and implement projects and activities that address the needs of the community, develop leadership skills and service among young people, and support international understanding, goodwill and peace.

~~Governance Committee — It ensures the board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, board and committee recruitment strategies, and training programs.~~

SECTION 4: ~~—~~ Additional ad hoc committees shall be ~~appointed~~ established by the Board of Directors as needed to carry out the objectives of the main standing committees. ~~_____~~

SECTION 5: The ~~P~~resident shall be an ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

SECTION 6: Each committee shall transact its business as is delegated to it in these ~~B~~ylaws and such additional business as may be referred to it by the President or Board. Except where such authority is given to it by the Board, such committees shall not take action until a report has been made and approved by the Board.

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 IX: Duties of Committees

~~_____~~ The duties of all committees shall be established and reviewed by the ~~P~~resident for his or her year of service.

~~_____~~ 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 duty of the President Elect to provide the necessary leadership to prepare a recommendation for Club committees, mandated goals, and plans for presentation to the Board prior to the commencement of the year of service.

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It shall also be the role of the President Elect to share this information with the Club membership at the commencement of ~~their~~-his or her year of service.

ARTICLE XI: Excused Absence

A. SECTION 1:- Leave of Absence.

Upon a written application to the Board, setting forth good and sufficient cause, a Leave of Absence may be granted excusing a member from attending the meetings of the Celub for a specified length of time. The minimum time for such ~~A.~~ Leave of Absence shall be three (3) months. The member requesting such Leave of Absence will be allowed no more than three extensions with submission of a written application, not to exceed a total Lleave of Aabsence of one (1) year. All requests for Leave of Absence under this Article, or extensions thereof, shall be completed in writing on the application form made available for such requests. Failure to submit written application for extension of any existing Leave of Absence prior to the expiration of an existing Leave of Absence may be deemed a forfeiture of membership. During the Lleave of Aabsence, the excused member shall be billed the Celub dues and other fees as approved by the Bboard.

(Note: Such Leave of Absence does not operate to prevent a forfeiture of membership, nor; does it ~~does not~~ operate to give the Club 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 an absence authorized under ~~the~~ certain provisions of the Club Constitution is not computed in the attendance record of the Club.)

B. SECTION 2:- Rule of 85.

~~W~~Pursuant to section 4 (b) of Article 10 of the Club Constitution, when the aggregate of any member's years of age and years of membership in one or more clubs is 85 years or more and the member has been a Rotarian for a minimum of twenty (20) years, the member may notify the Celub Secretary in writing of the member's desire to be excused from attendance, and said request shall be submitted to the Bboard for approval. ~~Pursuant to section 3 (b) of Article 9 of the Club Constitution, a~~Any member whose absences are excused under the Rule of 85 shall not be included in the membership figure used to compute the Celub's attendance records.

SECTION 3: Absence Due to Service to Rotary. A member's absence shall be excused if the member is a current officer of RI; traveling to a meeting.

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conference or convention convened by a Rotary officer or the RI Board of Directors; serving as an officer or member of a committee of RI or The Rotary Foundation (TRF); serving as a representative of the District Governor in the formation of a new club; on Rotary business in the employ of RI; engaged in a District-, RI- or Rotary Foundation-sponsored service project in a remote area; or engaged in Rotary business authorized by the Board. Any absence due to these activities should be reported to the Club Secretary on a case-by-case basis.

SECTION 4: C. Payment of Dues and Lunches.

—An Excused Absence does not exempt any Club Member from paying dues. The requirement for payment of lunches during any excused absence shall be determined by the Board of Directors from time to time ~~and published in the Club Procedures Manual.~~ Club Members with Excused Absence status are exempt from the mandatory payment for lunches when they are absent.

ARTICLE XI: 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 the Club Treasurer or Officer upon vouchers. Any expenditure and/or check in excess of Fifteen hundred (\$1,500.00) dollars must be signed by an additional Officer or authorized signor. A thorough audit of all Club financial transactions shall be made by a Certified Public Accountant or by an Audit Committee appointed by the President, within two (2) months of the end of the fiscal year.

SECTION 3: ~~Officers~~ Members 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: The fiscal year of this Club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from July 1st to September 30th; from October 1st to December 31st; from January 1st to March 31st; and from April 1st to June 30th. ~~The payment of per capita dues and magazine subscriptions to Rotary International shall be made July 1st and January 1st of each year on the basis of the membership of the Club on those dates.~~

SECTION 5: Prior to 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 shall then be presented no later than June 15 to the incoming Board for approval, and when approved at the first Board meeting in July,

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shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

ARTICLE XIII: Method of Electing Members

SECTION 1: Active Mmembers. Active members shall be elected to the Club according to the following:

~~(1)~~a. The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board in writing, through the Mmembership Cchairman or the 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. If there are other members in the same classification, as defined from time to time in the Club Directory, of the prospective member, the Mmembership Cchairman will consult with members of the same classification prior to passing onto the Board to determine if there are any objections.

~~(2)~~b. The Board shall ensure that the proposal meets all membership requirements of the Rotary Club of Sarasota and Rotary International.

~~(3)~~c. The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Mmembership Cchairman or the Secretary of its decision.

~~(4)~~d. If the decision of the Board is favorable, the prospective member's name, classification, and sponsor's name will be published in the SMILE. If there are no written objections from the general membership within seven (7) days, the prospective member will be invited to the next Rotary Informational Meeting, after which he or she will have the opportunity to join the Rotary Club of Sarasota. the membership chair or Secretary will notify the prospective member and their sponsor that the next step is to have the prospective member attend an informational meeting, after which they will have the opportunity to join the Rotary Club of Sarasota by filling out the application for membership and submission of application fee. The application fee will be returned in the event the application is subsequently disapproved.

~~(2)~~Prospective member application will be submitted to Club Secretary for publication in the SMILE at the next scheduled Rotary meeting. If there is no written objection within 7 days from the general membership, the prospective member will be inducted as a member at the next scheduled Rotary meeting following publication in the SMILE.

e. If there is a written objection, the Board will ~~meet to~~ discuss such objection, or objections, at the next scheduled Board Meeting, and make a decision as to membership. The Board shall notify the proposer and prospective member, through the Mmembership Cchairman or the Secretary of its decision.

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f. All deliberations and votes on new members shall be open to Board Members and Officers only.

SECTION 2: Honorary Members. The Club may elect Honorary Members as proposed by the Board. Pursuant to Article 8 Section 6 of the Club Constitution, Honorary Members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold office in the Club.

SECTION 23: Dual Membership.

~~(1)~~ No person shall simultaneously hold active membership in this and another Rotary Club ~~including Rotaract.~~

ARTICLE ~~XIII~~XIV: 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 ~~XIV~~XV: Order of Business

 The President will determine the order of business.

ARTICLE ~~XVI~~XVII: Amendments

These By-laws may be amended at any regular meeting, a quorum being present, ~~by~~ by a two-thirds (2/3) vote of all members present, provided that the amendment, alteration or rescission has been previously approved by a two-thirds (2/3) majority of the entire Board of Directors, and, provided that notice of such proposed amendment shall have been made available to each member (or notice of their availability mailed to those not in attendance on that date) at least ten (10) days before such Board or regular meeting.

 No amendment or addition to these By-laws shall be made which is not in harmony with the Club Constitution and with the Constitution and By-laws of Rotary International.

**Amended June 24, 1992, August 25, 1993, December 13, 1994,
May 23, 2007, November 12, 2008, April 29, 2015**