

**THIRD AMENDED AND RESTATED  
BY-LAWS  
OF  
ROTARY CLUB OF ROYAL PALM  
BEACH, FLORIDA, U.S.A.**

As amended and Adopted on

July 30, 2015

Article I - Definitions

Section 1. Board	The Board of Directors of this club.
Section 2. Director	A member of this club's Board of Directors .
Section 3. Member	A member, other than an honorary member, of this club.
Section 4. R.I.	Rotary International.
Section 5. Year	The twelve-month period that begins on July 1.

Article II - Board

The governing body of this club shall be the board consisting of seven (7) members of this club, namely, the president, immediate past president, president-elect and president nominee (if applicable), vice-president, secretary, and treasurer. All Board Members are voting members.

Article III - Election of Directors and Officers

Section 1. Selection

At a regular meeting one (1) month prior to the meeting for election of officers, the presiding officer shall ask for nominations by a nominating committee. The nominating committee should consist of the president-elect, immediate past president and three (3) members at large from among the members as determined by the nominating committee chairperson. Each candidate shall be placed on a ballot in alphabetical order under each office and shall be voted for 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 candidate for president elected in such

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\*The Vice Presidential candidate must have prior experience as President of a Rotary Club.

balloting shall be by the president nominee. The president-nominee shall take the title of president-elect on the first (1st) day of July next following the election, and shall serve as an officer during that year. On July 1 immediately following that year, the president-elect shall assume office as president.

#### Section 2. Board

The officers and directors shall constitute the board. Within one (1) week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

#### Section 3. Vacancies

A vacancy within the board of directors or any office shall be filled by action of the remaining directors. 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. 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 pertains to the office of president. In the event the president cannot fulfill the term elected, the succession of the position will go to the immediate past president, subject to Board approval.

#### 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 of the board.

#### Section 3. President-Elect

It shall be the duty of the president-elect to serve as a director and to perform such duties as may be prescribed by the president of the board.

#### Section 4. President-Nominee (if applicable)

It shall be the duty of the president-nominee to assist the president and president-elect as needed or directed.

#### Section 5. 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 pertains to the office of vice president.

#### Section 6. 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 meeting records and preserve the minutes of such meetings, report as required to R.I., including the semiannual reports of membership on January 1 and July 1 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 January or July 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 R.I. official magazine subscriptions, and perform other duties as usually pertain to the office of secretary.

#### Section 7. 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, any officer or director of the board shall turn over to the incoming officer, director of the board or the president all minutes, correspondence, funds, books accounts, or any other club property.

## Article V. Meetings

### Section 1. Annual Meeting

An Annual meeting of this club shall be held not earlier than the month of November of each year and held not later than December 31, at which time the election of officers and directors to service for the ensuing year shall take place.

### Section 2. Weekly Meeting

The board of directors shall publish the date and time for regular weekly club meetings in accordance with R.I. Guidelines. Changes from regularly scheduled meetings shall be approved by the membership at a regular club meeting no later than one (1) week prior to the scheduled change. The club secretary shall notify members of all changes to the regular schedule.

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 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 any other Rotary club, or otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2, or as approved by the board of directors on a limited case-case basis and reviewed at a minimum annually.

### Section 3. Quorum

One half (1/2) of the membership shall constitute a quorum at the annual and regular meetings of this club. A majority of the directors shall constitute a quorum of the board. (Either in person or via electronic communication)

### Section 4. Board Meeting

Regular meetings of the board shall be held on a determined date each month as published by the secretary of the club or as deemed necessary at the discretion of the club president. The president may, at his or her discretion, invite other persons to attend meetings of the board, such persons having input on matters before the board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon request of two (2) directors, due notice having been given. The board meetings are open to all members in good standing.

## Article VI. Fees and Dues

### Section 1. Fees

Except as provided for in Article 11 of the standard Rotary Club Constitution, a new member fee may be assessed, as determined by the membership committee, in accordance with the club's membership manual approved by the Board of Directors in November 2010 and any amendments thereof.

### Section 2. Dues

The board of directors shall establish annual club dues at the beginning of each fiscal year. The board of directors shall authorize such special assessments as needed to support extraordinary non-budgeted operational expenses or shortfalls to the current budget. The membership dues may include each member's subscription to the R.I. 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 by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

## Article VIII. 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 Services. This club will be active in each of the Avenues of Service.

## Article IX. Committees

### Section 1. Club 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 (3) 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 chairs have previous experience as a member of that committee.

- (a) **Membership**  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- (b) **Public Image**  
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects, activities, and the club's website.
- (c) **Administration**  
This committee should conduct activities associated with the effective operation of the club.
- (d) **Club Service**  
This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- (e) **The Rotary Foundation**  
This committee should develop and implement plans to support the Rotary Foundation through both financial contributions and program participation.
- (f) **Youth Services**  
This committee should develop and implement plans to recognize 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.

### Section 2. Business of Committees

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 and/or budget 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.

### Section 3. 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 R.I. 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 each 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.

### Section 4. President's Role

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

## Article X. Leave of Absence

### Section 1. Request

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 no longer than six (6) months.

### Section 2. Attendance

Such leave of absence does operate to prevent a forfeiture of membership, unless the member attends a regular meeting of some other club. The excused member must be recorded as absent except that absence authorized under the provisions of the Stated Rotary Club Constitution is not computed in the attendance record of the club.

### Section 3. Dues

While a member is on leave of absence from the club, the member is still responsible for paying the dues to the club as mandated by the district to pay the fee assessed as a guest member.

## Article XI. Finances

### Section 1. Budget

Prior to 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 these purposes, unless otherwise ordered by action of the board. Any charitable budget shall be made available through The Foundation of the Royal Palm Beach Rotary Club.

### Section 2. Funds

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

### Section 3. Bills

All bills shall be paid only by checks signed by any two (2) authorized officers.

### Section 4. Review

A thorough review of all financial transactions by a qualified person may be made once each year upon request by the board of directors. Any member in good standing may review all financial transactions by requesting in writing to the secretary of the club. The member may review transactions in the presence of a director of the board of the club within five (5) business days from the member's written request.

#### Section 5. Fiscal Year

The fiscal year of this club shall extend from July 1 to June 30, and for the collection of member's dues shall be divided into two (2) semiannual periods extending from July 1 to December 31, and from January 1 to June 30. The payment of per capita dues and R.I. official magazine subscriptions 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 6. Annual Report

The treasurer of the club shall make available at the end of the fiscal year of the club the final approved budget and annual report of finances.

### Article XII. Method of Electing Members

#### Section 1. Proposal

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 an active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

#### Section 2. Membership Committee

Names are given to the Membership Chair to discuss and approve for advancement to the board.

#### Section 3. Classification

The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

#### Section 4. Approval

The board shall approve or disapprove the proposal within thirty (30) days of its submission and shall notify the proposer, through the club secretary, of its decision.

#### Section 5. Informed

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 required to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club. If any such objection has been filed with the board, it shall vote on this matter at its next board meeting after hearing from those objecting. If approved, despite the objection, the proposed member upon payment of the admission fee (if not an honorary membership), shall be considered to be elected to membership.

#### Section 6. Publication

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 an honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

#### Section 7. 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 information to R.I. 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 in accordance with the membership manual as referenced in Section XII, paragraph 8.

#### Section 8. Satellite Club

The club may elect to have one (1) or more satellite clubs, whose name(s) and guidelines to be followed by District 6930's rules and regulations. The Satellite club's objective is to broaden the reach of Rotary and encourage those who may not be able to make the regularly scheduled meetings to become a member.

**Section 9. Corporate Membership**

The club may elect, in accordance with the standard Rotary club constitution, corporate membership, proposed by members , or the board.

**Section 10. Family Membership**

The club may elect, in accordance with the standard Rotary club constitution, a family member of an existing club member, proposed by that family member.

**Section 11. Honorary Members**

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

**Section 12. Membership Manual**

The board of directors has adopted a membership manual effective November 2010 and any adopted amendments thereof that acts as a guide for the operations of membership of the club.

**Article XIII. 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 XIV. Order of Business**

Meeting called to order  
Introduction of visitors / guests  
Correspondence, announcements, and Rotary information  
Committee reports if any  
Any unfinished business  
Any new business  
Address or other program features  
Adjournment

**Article XV. Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been given to members or sent electronically 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 Rotary International.

Amended and adopted this 30th day of July, 2015 pursuant to Board Resolution of event date.

A handwritten signature in black ink, appearing to read "Bruce Elkind, Pres.", written over a horizontal line. The signature is stylized and somewhat cursive.

Bruce Elkind, President  
Board of Directors - Rotary Club of Royal Palm  
Beach, Florida, U.S.A.