

**BY-LAWS OF  
THE ROTARY CLUB OF  
ST. SIMONS ISLAND, GEORGIA**

**(As adopted May 7, 1996, and amended  
November 19, 1996, March 24, 1998, April 16, 2002 and November 27, 2007)**

**ARTICLE 1 – ELECTION OF DIRECTORS & OFFICERS**

SECTION 1: At the regular meeting of the board of directors to be held in October, the board shall appoint a nominating committee to be composed of the past presidents of the club who are current members and shall name as chairman of the nominating committee the past president who served two years prior to the current president's term. The past president so named shall be the past presidents' representative to the incoming board. In the event that the past president who served two years prior to the current is no longer a current member of the club, the current past presidents' representative will be asked to serve a second year in that capacity.

On the first regular meeting of the club in November, the nominating committee shall present a slate to consist of:

One (1) nominee each for:

President (who shall have been the current Vice President)

Vice President (who will become President-elect)

Secretary

Treasurer

Sergeant-at-Arms

and three (3) nominees for Director

If directed by the Board, the nominating committee will also nominate an assistant sergeant-at-arms, an assistant secretary, one or more assistant treasurers, and/or an historian.

Such nominees must have been contacted and must have agreed to serve if elected. Furthermore, such nominees must qualify as follows: must have a sincere and active interest in the club, good attendance, have demonstrated interest by having chaired a committee or done outstanding work for the club, etc.

At this meeting it shall be announced that at the next following meeting, nominations may be made from the membership at large through the nominating committee. Qualifications for additional nominees are subject to the same conditions as outlined in the paragraph above. The nominating committee will verify the conformity of the candidate(s) to the aforementioned criteria and will then place the name(s) of the additional candidates in nomination.

At the first regular meeting of the club in December (the annual meeting), these nominations shall be placed on a ballot in alphabetical order under each office and voted upon. The president, vice-president, secretary and treasurer shall be elected for one-year terms. The candidates receiving a plurality of the votes shall be declared elected to their respective offices. The vice-president elected in such balloting shall serve as president-elect. At the first regular meeting of the Club in the following November, he or she shall be nominated as president. All officers and Board members shall take office on the first day of July following their election.

Three directors shall be elected for two-year terms. The three candidates receiving the most votes shall be elected.

In the event of a tie for the vacancy or vacancies, successive votes shall be taken with the tied nominees as candidates until one (or more as needed) receives a plurality.

SECTION 2: Any office filled from the membership-at-large (other than assistant secretary, assistant treasurer, assistant sergeant-at-arms and historian) shall entitle the officer so elected to membership on the

board of directors. The immediate past president shall also serve one year as an ex-officio member of the board.

The president, vice-president, sergeant-at-arms and directors shall not succeed themselves. The secretary, assistant secretary, treasurer, and assistant treasurer shall be limited to five successive one-year terms effective upon adoption of this change in the by-laws.

SECTION 3: A vacancy on the board of directors or in any office shall be filled by action of the remaining directors.

SECTION 4: No regularly elected member of the board may be elected to a consecutive term, but this shall not prevent the election to a regular term of a member who has been elected by the board to serve out the term of another.

## **ARTICLE II – BOARD OF DIRECTORS**

SECTION 1: The governing body of this club shall be the Board of Directors, elected in accordance with Article 1, Section 1 of these by-laws.

## **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 pertain to this office.

SECTION 2: Vice-President (President-elect) It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to this office.

SECTION 3: 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 semiannual 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 immediately 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. If elected, the assistant secretary will assist the secretary in performing these duties and carry out such other duties as may be prescribed by the Board.

SECTION 4: Treasurer it shall be the duty of the treasurer to have custody of all funds (except as otherwise provided by the Board in the case of special projects), 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 the incoming treasurer or to the president all funds, books or account and any other club property. If elected, the assistant treasurer(s) will assist the treasurer in performing these duties and carry out such other duties as may be prescribed by the Board.

SECTION 5: Sergeant-at-Arms The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board. If elected, the assistant sergeant-at-arms will assist the sergeant-at-arms and carry out such other duties as may be prescribed by the Board.

SECTION 6: Historian If elected, the duties of the historian will be prescribed by the Board.

SECTION 7: Past Presidents' Representative The duty of the past presidents' representative, having been chairman of the nominating committee, shall be to advise the board on procedure for the election of officers. The past presidents' representative will also be an advisor to the current president and to the current board concerning club by-laws, history, and continuity. Advice shall be given only as the president or board shall request it.

#### **ARTICLE IV – MEETINGS**

SECTION 1: The annual meeting of the club shall be held on the first Tuesday in December of each year, at which time the officers and directors shall be elected.

SECTION 2: The regular meeting of the club shall be held each Tuesday at 1:00 PM. Due notice of any change in, or cancellation of, regular meetings shall be given to all members of the club. All members except Honorary Members (or members excused by the board of directors of this club, pursuant to Article VIII, Section 2(b) of 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 called away unexpectedly and he or she subsequently produces evidence to the satisfaction of the board that such action was reasonable, or to be accounted as present because of his participation within 14 days in other Rotary activities of the Club, the District or Rotary International described in Article VIII, Section 1 of the Standard Rotary Club constitution.

SECTION 3: One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

SECTION 4: The regular meetings of the board shall be held monthly on a date, at a time and place to be designated by the president. Special meetings may be called at the president's discretion or upon the request of two members of the board.

SECTION 5: A majority of board members shall constitute a quorum of the board.

#### **ARTICLE V – FEES AND DUES**

SECTION 1: The charge for admission fee and for dues shall be determined by the board and submitted to the membership-at-large for ratification. A notice announcing any proposed dues change shall be announced at two regular meetings of the club and be published in two issues of the SPRAY prior to the meeting at which ratification is to be voted upon.

SECTION 2: Dues shall be assessed quarterly on the first days of July, October, January and April. New members shall pay prorated quarterly dues, plus the admission fee upon the new member's acceptance, except that no admission fee will be required of a transferring or former member of this or another club joining this club under the provisions of Article VI, Section 4, or Article XI, Section 2(b) of the Standard Rotary Club Constitution.

SECTION 3: Honorary Members. Any Senior or Past Service member who, because of protracted ill health or impairment, is physically unable to attend meetings, may by Board action become an Honorary Member. The meal portion of the quarterly dues will be waived during the period of the written notified absence. (See Article IX-Section 2 – Leave of Absence and Article XI- Method of Electing Members – Section 2 – Senior Active, Past Service and Honorary Members.

SECTION 4: Seasonal or Prolonged Absence. Any member who expects to be away from the Club area for a period of three months or longer, may upon application to the Board be excused from the meal portion of the dues, provided the member makes up a minimum of 60% of the Club meetings during the period of absence and provides the Secretary with the make-up slips.

**ARTICLE VI – METHOD OF VOTING**

SECTION 1: The business of this club shall be transacted by viva voice vote except the election of officers and directors which shall be by ballot.

**ARTICLE VII – COMMITTEES**

SECTION 1:

(a) The president shall, subject to the approval of the board, appoint the following standing committees:

Club Service

Vocational Service

Community Service

International Service

(b) The club service, vocational service, community service, and international service committees shall each consist of a chair, who shall be named by the president from the membership of the board, and of not less than two other members. In addition, the president shall name, from the board, a chair of the Club Relations/Public Relations and the Programs committees.

(c) The president shall, subject to the approval of the board, appoint the specific committees as deemed necessary to cover particular phases of club activities. Currently, these include:

Club Service

Vocational Service

Attendance Career Development

Club Bulletin Vocation at Work

Directory Four-Way Test

Membership

Vocational Awareness

Classification

Vocational Awards

Information and Development

Community Service

International Service

Community Development Rotary Foundation

Salvation Army

Group Study Exchange

RYLA

World Community Service

Taps – At Twilight

Youth Exchange

Scholarship Fund

GRSP

Flag Program

Veterans Walk

Club and Public Relations

Programs and Fellowship

Club Relations

Programs  
Public Relations  
Fellowship Activities  
Rotary Magazine  
Visitation

(d) The president shall be, ex-officio, a 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 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 and approved by the board.

### **ARTICLE VIII – DUTIES OF COMMITTEES**

**SECTION 1: Club Service Committee** This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The chair of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

**SECTION 2: Vocational Service Committee** This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chair of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

**SECTION 3: Community Service Committee** This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chair of the committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

**SECTION 4: International Service Committee** This committee shall advise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chair of this committee shall be responsible for the International service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of International service.

**SECTION 5: Club and Public Relations** This committee shall be responsible for all awards activities of the club, both district and Rotary International and for encouraging members to read The Rotarian and for visitation activities. This committee shall devise and carry out plans to (1) give the public general information about Rotary, its history, object and scope; and (2) secure proper publicity for the club.

**SECTION 6: Programs and Fellowship.** This committee shall prepare and arrange the programs for the regular and special meetings of the club, as well as fellowship activities of the Club.

**SECTION 7:** The duties of the specific committees which come under the directors responsible for the four standing service committees will be defined by their annual plans and objectives as agreed to by the president and the board of directors at the time the club's overall Plans and Objectives are submitted to the district governor.

### **ARTICLE IX – LEAVE OF ABSENCE**

SECTION 1: 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.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; 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 absence authorized under the provision of article VIII, section 2(b) of the standard Rotary club constitution is not computed in the attendance record of the club.)

SECTION 2: Any active member who, because of protracted ill health or impairment, is physically unable to comply with the provisions of this section may, during the period of its continuance, upon application to the board, be excused from complying with the attendance requirements but such absence shall be computed in the attendance record of the club.

SECTION 3: Any member the aggregate of whose years of age and years of membership in one or more Rotary clubs is 85 years or more may notify the secretary, in writing, of the member's desire to be excused from complying with attendance requirements. If approved by the board, such member's attendance or absence shall not be computed in the attendance record of the club.

## **ARTICLE X – FINANCES**

SECTION 1: The treasurer shall deposit all funds of the club for which he or she is responsible under Article III, Section 4 in a bank to be named by the board. All other funds of the Club shall be deposited in a bank to be named by the board.

SECTION 2: All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. A thorough audit by a certified public accountant or other qualified persons shall be made at the end of the year, June 30th, of all 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 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 quarterly periods in accordance with Article V, Section 2. The payment per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

SECTION 5: At the beginning of each fiscal year the board 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. A copy of such budget shall be presented to the membership.

SECTION 6: All Officers and Directors should pay all regular dues and fees, except the Secretary and Treasurer.

SECTION 7: The Secretary and Treasurer will be exempt from paying their quarterly membership fees. The Secretary and Treasurer have the option to share their exemption with the Assistant Secretary and Assistant Treasurer as they believe appropriate according to the division of duties.

SECTION 8: The Vice-President / President-Elect's expenses for attending the mandatory PETS (President-Elect Training Seminar) meeting will be paid by the Club.

SECTION 9: An allowance to be determined annually by the Board, for expenses for attendance at the Annual District Conference will be provided by the Club for the following Officers and their spouses:

- a. President
- b. Vice-President (President-Elect)
- c. Club Secretary

SECTION 10: All of the above expenses and other significant expenses incurred by the Officers in performance of their duties must be approved by the Club Treasurer after submission of appropriate invoices and/or vouchers.

## **ARTICLE XI – METHOD OF ELECTING MEMBERS**

### SECTION 1: Active members

(a) From time to time the board shall review the list of filled and unfilled classifications as prepared by the classifications 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. No classification will make up more than 10 percent of the Club's active membership, except that members who are retired shall not be included in counting the total number of members in a classification, and if a member changes classification, he or she may continue as a member in his new classification notwithstanding such limitation.

(b) The name of a prospective active member to fill an open classification having been proposed by a member in good standing, shall be submitted first to the board, through the secretary, on a standard form known as the proposal card.

(c) The board shall then refer it to the classifications committee which committee shall consider the eligibility of such proposed member from the standpoint of classification and declare the proposed classification proper or improper and shall return the proposal card, together with this information, to the board, who shall then refer it to the membership committee.

(d) This committee shall consider all proposals for membership from the personal side 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.

(e) The board shall then review the action of the classification and membership committees and sustain or reject their decisions or refer it back to the classification and membership committees for further consideration and action.

If the classification and membership committees have reported adversely upon the name of the newly proposed member and the board has sustained the action, the proposer shall be so notified by the secretary.

(f) If the classification and membership committees have reported favorably upon the name of the proposed member and the board has sustained the action, the secretary shall notify the proposer.

(g) The proposer, accompanied by a member or members of the Rotary Information 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 to publish the proposed member's name to the membership of the club.

(h) After permission to do so has been secured from the proposed new member, the secretary shall notify each member of the club by means of a notice in two issues of the club bulletin, SPRAY, or by other written or printed communication, giving the name of the proposed candidate, the firm represented and the classification under which the candidate is proposed for membership.

(i) A ten-day period shall then be allowed during which any member objecting to the election of the proposed member shall notify the board, in writing, stating the reasons for the objection.

(j) If no objection is received in such period, the proposed member shall be considered qualified for membership.

If any objections have been filed, the board shall consider the same at any regular or special meeting of the board and proceed to ballot on the proposed member. If not to exceed two (2) negative votes are cast by the members of the board in attendance at this regular or special meeting of the board, the proposed member shall be considered qualified for membership.

(k) Upon qualification, the secretary shall then notify the proposer and the proposed member and invite the proposed member to apply for membership in the club.

(l) When the proposed member has filled in, signed and returned to the secretary the regular form of application, indicating understanding and acceptance of the responsibilities of membership, together with remittance for the admission fee as provided for in Article V, the applicant shall be considered duly elected to membership.

(m) After having received the completed application and the remittance for the admission fee, the secretary shall issue to the newly elected member a Rotary membership identification card.

(n) 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 shall be so notified by the secretary.

## SECTION 2: Abolition of Certain Categories of Membership; Continuance of Honorary Memberships

The Club will have two categories of membership: active and honorary. Members in good standing as Senior Active or Past Service Members prior to amendment of these By-Laws will continue their membership as Active Members.

The name of a proposed candidate for Honorary membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an Active Member provided, however, that such proposal may be considered at any regular or special meeting of the board and 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. If not to exceed two (2) negative votes are cast by 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 Member

The application of a former member of this Club whose membership was terminated shall be considered promptly by the board and in advance of any other application or proposal under the same classification or another classification. At its discretion, the board may refer the application to the classifications and membership committees and the board may provide for a ten-day period during which any member objecting to the election of the proposed member shall notify the board in writing stating reasons for this objection. At any regular or special meeting, the board shall proceed to ballot on the application taking into account, where applicable, reports from the classification and membership committees and any objections filed. If not to exceed two (2) negative votes are cast by members of the board in attendance at the regular or special meeting the former active member shall be considered duly elected to active membership and shall be so notified by the secretary.

In the event the application is rejected, the applicant shall be so notified by the secretary.

## ARTICLE XII – RESOLUTIONS AND SUBSCRIPTIONS



SECTION 1: No resolutions or motions 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 XIII – ORDER OF BUSINESS**

Meeting called to order  
Introduction of visiting Rotarians  
Correspondence and announcements  
Committee reports  
Any unfinished business  
Any new business  
Address or other program feature  
Adjournment

### **ARTICLE XIV – AMENDMENTS**

These by-laws 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 distributed to each member present at a regular club meeting at least seven days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution (which is the Standard Club Constitution prescribed by Rotary International) and with the constitution and by-laws of Rotary International.

### **ARTICLE XV – THE ST. SIMONS ISLAND ROTARY FOUNDATION, INC.**

SECTION 1: The Rotary Club of St. Simons Island shall create and maintain a non-profit corporation for the purpose of promoting educational opportunities for deserving youth and for charitable purposes under the name and style of “The St. Simons Island Rotary Foundation, Inc.” For purposes of clear communication and to prevent confusion with The Rotary Foundation of Rotary International, the term “The St. Simons Island Rotary Scholarship Fund” may be used in verbal and written communications within the club.

SECTION 2: All members of the club shall be members of the Corporation as long as they remain members of the club.

SECTION 3: The officers and directors of the Corporation shall be sole custodians of and administrators of all funds of the corporation after approval by the club of the proposed charter, the constitution and by-laws to be voted on by a meeting of the club, after two weeks notice, and called for that purpose, and requiring a three-fourths favorable vote, a quorum being present, for final adoption. The certified copy of the charter adopted shall be attached to the copy of these by-laws maintained by the secretary of the club.