

Bylaws of the Rotary Club of Crescent (Greensboro, NC, USA)

Article 1 Definitions

As used in these bylaws, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Annual Meeting: The Annual Meeting of Members of the Club.
2. Board or Board of Directors: The Board of Directors of the Club.
3. Club: Rotary Club of Crescent (Greensboro, NC, USA), which is popularly known as Crescent Rotary Club.
4. Director: A member of the Club's Board of Directors.
5. Foundation: Crescent Rotary Club Foundation, Inc.
6. Member: A member, other than an honorary member, of the Club.
7. RI: Rotary International.
8. Year: The twelve-month period that begins annually on 1 July.

Article 2 Board of Directors

The governing body of the Club shall be the Board of Directors consisting of up to fifteen members of the Club, namely the President, Vice President, President-Elect, Immediate Past President, Secretary, Treasurer, and the Sergeant-at-Arms, plus six Directors elected for two-year terms in accordance with Article 3, Section 2 of these bylaws. If the Immediate Past President shall be unable to serve, the President may designate another former President of the Club to serve on the Board. A satellite club sponsored by this Club shall be entitled to elect one member to the Board of Directors to serve a one-year term, with full voting rights.

Article 3 Election of Directors and Officers

Section 1. Nominating Committee. The Club shall have a Nominating Committee consisting of the four most recent past Presidents of the Club who are still members in good standing and the President-Elect. The Nominating Committee shall be chaired by the fourth most recent past President of the Club or, in his or her absence, by a chair to be named by the committee.

Section 2. Process for Nominations for Directors.

(a) Solicitation of Nominations. In August of each year, the President of the Club will announce to the membership in meetings, the Club website, and in the Club newsletter the opportunity to submit nominations for the Board (including self-nominations) to the Nominating Committee.

(b) Qualifications for Director Position. Nominees shall be selected annually for director positions from a list of members who have been in Rotary at least three years or who have been active in the work of the Club. No elected member whose term on the Board is expiring will be eligible for re-election, unless he or she is completing an unexpired term of another elected member or unless such person serves as a Director by virtue of his or her position as an officer of the Club. Except as otherwise provided in these Bylaws, the officers of the Club shall not be directors of the Club by reason of their positions as officers.

(c) Evaluation of Nominees; Willingness to Serve. The Nominating Committee shall evaluate the nominees, and other eligible members of the Club as deemed appropriate by the Committee, to determine their qualifications for Board service and shall contact such prospective Board members to ascertain their willingness and ability to serve on the Board.

(d) Submission of Nominee Names to Board. After receiving permission from all qualified nominees, the Nominating Committee shall present to the October meeting of the Board each year a slate of nominees for election to the Board, to take office the following July 1st. The slate of nominees may be equal to or greater than the number of directors to be elected. The Board may then accept the slate of nominees, or it may offer additional nominations.

(e) Election of Directors.

- (i) Directors shall be elected at the Annual Meeting of Members. There shall be six (6) elected members of the Board, with three (3) of such members to be elected each year to serve a two-year term.
- (ii) In cases where the number of nominees is equal to the number of Directors to be elected, following approval by the Board, the President shall announce to the members at the Annual Meeting the names of the persons nominated for election to office as Directors.
- (iii) In cases where the number of nominees is greater than the number of Directors to be elected, the Board of Directors shall forward the names of all nominees to the membership, and an election of new Directors shall be held at the Annual Meeting. The three nominees receiving the most votes shall be elected as Directors.

Section 3. Process for Nomination and Election of Club Officers.

(a) Nomination of President-Nominee. After receiving permission from the nominee to do so, the Nominating Committee shall present to the October meeting of the Board a nominee for President-Nominee to serve as President-Elect for the year commencing on the first day of July following his or her election as President-Nominee.

(b) Election of President-Nominee. The name of the person nominated as President-Nominee shall be submitted to the Members at the Annual Meeting for election to office.

(c) Qualifications for Office. The President-Nominee must have met at least one of the following criteria: (1) served as chair of a committee within the past three (3) years; (2) served as an officer of the Club within the past five years; (3) served as an elected Director within the past five years; (4) graduated from the Rotary Leadership Institute within the past three years. The President-Nominee, if accepted and approved by the Board, shall assume the office of President on the first day of July immediately following his or her year of service on the Board as President-Elect.

(d) Nomination and Election of Other Officers. The President-Elect serving as a member of the Board shall present to the Board no later than the regular October meeting of the Board the names of nominees to be elected to serve for the ensuing year as Secretary, Treasurer, Sergeant-at-Arms, and Vice President of the Club. The names of the persons thus nominated shall be submitted to the Members at the Annual Meeting for election to office.

Section 4. Nomination and Election Procedure Required. In order to assure that Members nominated for positions as officers and directors in the Club are qualified to serve, the nomination and election procedure set forth in Article 3 of these bylaws is mandatory. The Nominating Committee and the Board of Directors have the responsibility for proposing only qualified Members for election. The procedures established in these bylaws provide an opportunity for ascertaining degree of interest, experience, and other qualifications. Members of the Club interested in being a candidate for office or interested in nominating another Member for office should make their interest known to the Nominating Committee, the President, or the President-Elect. The Board of Directors may choose to offer more than one candidate for election for a specific position. However, in order to assure that nominees are duly qualified, nominations may not be made from the floor of a meeting at which elections are to occur.

Section 5. Candidate for District Governor. If the Nominating Committee shall in its discretion decide to do so and shall have obtained the prior consent of the nominee, it may present to the October meeting of the Board a nominee for the position of District Governor for the Club's Rotary District. If approved by the Board, such nominee shall then be submitted as appropriate within Rotary for further consideration.

Section 6. Removal. Any officer may be removed by the vote of a majority of the full Board of Directors, either with or without cause, at any meeting of the Board at which a majority of the directors is present.

Section 7. Vacancies. A vacancy in the Board or any office may be filled by action of the remaining members of the Board. A vacancy in the position of any officer-elect or director-elect may also be filled by the Board.

Section 8. Process for Election of Foundation Board of Directors and President. The Foundation manages the charitable donations of the Club's Members to local charities and to Rotary International Foundation and Rotary International projects and events. According to the Foundation's bylaws, the Club's Board of Directors has the responsibility for electing the Foundation's Board of Directors and the responsibility for electing annually the Foundation's President. The process for fulfilling these obligations shall be as follows:

(a) Foundation Board of Directors. The Foundation's bylaws establish, the number of directors constituting the Foundation's Board of Directors, the qualifications for serving as a director, and the terms of office for directors.

(b) Election of Foundation Directors.

(i) Deadline for Election. The Club's Board of Directors shall elect members of the Foundation's Board of Directors annually prior to July 1 in compliance with the structure and qualifications for office contained in the Foundation's bylaws on the date of such election.

(ii) Result of Failure to Elect. In the event that such election does not take place prior to July 1, or the election leaves a vacancy or vacancies on the Foundation's Board, the members of the Foundation's Board of Directors whose terms shall not have expired shall convene a special meeting of the Foundation's Board of Directors as soon as is practicable after July 1 for the purpose of electing directors, including filling any vacancy, and electing officers of the Foundation for the ensuing fiscal year.

(c) Election of Foundation President.

(i) Deadline for Election. Prior to July 1 each year, the Club's Board of Directors shall elect the person to serve as President of the Foundation for a one-year term to commence on July 1 following such election.

(ii) Result of Failure to Elect. Should the Board of Directors of the Club not elect a person to serve as Foundation President by July 1 of any year, the members of the Foundation's Board of Directors whose terms shall not have expired shall convene a special meeting of the Foundation's Board of Directors as soon as is practicable after July 1 for the purpose of electing a President to serve for the ensuing year.

Article 4 Officers; Duties of Officers

The officers of the Club shall be President, Vice President, President-Elect, Immediate Past President, Secretary, Treasurer, Sergeant-at-Arms, and such other officers as the Board of

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Directors may elect in its discretion. The duties and responsibilities of the officers shall be, as follows:

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 the office of President.

Vice President. It shall be the duty of the Vice President to fulfill the duties of the President in the absence or inability to serve of the President, and to perform such other duties as may be prescribed by the President or the Board.

President-Elect. Upon assuming the office of President-Elect on July 1 of the following year, the President-Elect shall be a full voting member of the Board and shall perform such other duties as may be prescribed by the President or the Board.

Immediate Past President. Upon completion of serving a year in the office of President, the Immediate Past President shall be a full voting member of the Board and shall perform such other duties as may be prescribed by the President or the Board.

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, and perform such other duties as usually pertain to the office of Secretary.

Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertain to the office of Treasurer. Upon leaving office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property.

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

Club officers are encouraged to attend satellite club meetings.

Article 5 Meetings; Records of Meetings

Section 1. Membership Meetings.

(a) Annual Members Meeting. An Annual Meeting for the election of officers and directors of the Club shall be held not later than November 30 of each year.

(b) Regular Member Meetings. The regular weekly meetings of the Club shall be held on Monday at 12:30 P.M at such locations as the Board may determine. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.

(c) Quorum for Member Meetings. One-third of the membership shall constitute a quorum at the annual and regular meetings of the Club.

Section 2. Board of Directors Meetings.

(a) Regular Monthly Meetings. Regular meetings of the Board shall be held monthly on a schedule established by the Board.

(b) Special Meetings. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

(c) Notice of Meetings. Once the schedule for regular Board meetings has been established, no further notice is required for such meetings. Notice of the time and place of any special meeting shall be served either personally upon each director or mailed or communicated by electronic means to his or her address as it appears on the records of the Club at least three days prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where such Director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

(d) Quorum. A majority of the Board members in office at the time of a meeting shall constitute a quorum of the Board.

(e) Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee established by the Board of Directors may be taken without a meeting, if written consent setting forth the action so taken shall be signed by all the members of the Board of Directors or by all the members of such committee. An electronic communication conveying consent that specifically refers to the action requiring approval shall qualify provided that the Secretary includes a copy of the communication with the minutes and the other consents received.

(f) Meeting by Communications Device. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3. Records of Meetings. The Secretary shall maintain a permanent record of the proceedings of all meetings of members and the Board of Directors. Committee chairs shall, likewise, record minutes of meetings of the committees that they chair and shall report the results of their meetings to the Board.

Article 6 Fees and Dues

Section 1. Board Determines Fees and Dues. The Board of Directors shall determine the fees and dues to be charged to Members of the Club.

Section 2. Quarterly Membership Dues. The membership dues shall be determined by the Board of Directors and paid quarterly on the first day of July, October, January, and April. Annual Club dues include Rotary International per capita dues, Rotary District 7690 per capita dues, Rotary International blanket insurance coverage, each member's subscription to *THE ROTARIAN*, and any other Rotary or district per capita assessment.

Article 7 Method of Voting

The business of the Club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot. If there are no contested elections, the voting for the election of officers and directors may be transacted by *viva voce* vote. The Board may determine that a specific resolution be considered by ballot rather than *viva voce* vote.

Article 8 Five Avenues of Service

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, International Service, and Youth Service. The Club will be active in each of the five Avenues of Service.

Article 9 Committees

Section 1. General

(a) Standing Committees. The President shall, subject to the approval of the Board, appoint the following standing committees:

Club Service Committee
Vocational Service Committee
Community Service Committee
International Service Committee
Youth Service Committee

(b) Special Committees. The President shall, subject to the approval of the Board, also appoint such committees on particular phases of Club service, vocational service, community service, youth service, and international service as deemed necessary.

(c) Committee Composition. The Club service committee, vocational service committee, community service committee, international service committee, and youth

service committee shall each consist of a chairman, who shall be named by the President from the membership of the Board, and not less than two (2) other members.

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

(e) Authority of Committees. Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the President or the Board. Except where authority is expressly given by the Board, committees shall not take action on behalf of the Club until a report has been made to the Board and approved by the Board.

(f) Where feasible and practicable in the appointment of Club committees, there should be provision for continuity of membership.

Article 10

Duties of Committees

Section 1. Club Service Committee.

(a) The Club Service Committee shall consist of the chair of the Club Service Committee and the chairs of all committees appointed on particular phases of club service.

(b) The chair of the Club Service Committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service. The chair of the Club Service Committee shall be responsible for meetings of the committee and shall report to the Board on all Club service activities.

(c) 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.

Section 2. Vocational Service Committee.

(a) The Vocational Service Committee shall consist of the chair of the Vocational Service Committee and the chairs of all committees appointed on particular phases of vocational service.

(b) The chair of the Vocational Service Committee shall be responsible for all 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. The chair of the Vocational Service Committee shall be responsible for meetings of the committee and shall report to the Board on all vocational service activities.

(c) 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.

Section 3. Community Service Committee.

(a) The Community Service Committee shall consist of the chair of the Community Service Committee and the chairs of all committees appointed on particular phases of community service.

(b) The chair of the Community Service Committee shall be responsible for all 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. The chair of the Community Service Committee shall be responsible for meetings of the committee and shall report to the Board on all community service activities.

(c) 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.

Section 4. International Service Committee.

(a) The International Service Committee shall consist of the chair of the International Service Committee and the chairs of all committees appointed on particular phases of international service.

(b) The chair of the International Service Committee shall be responsible for all 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. The chair of the International Service Committee shall be responsible for meetings of the committee and shall report to the Board on all international service activities.

(c) 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 international relationships.

Section 5. Youth Service Committee.

(a) The Youth Service Committee shall consist of the chair of the Youth Service Committee and the chairs of all committees appointed on particular phases of youth service.

(b) The chair of the Youth Service Committee shall be responsible for all youth service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of youth service. The chair of the Youth Service Committee shall be responsible for meetings of the committee and shall

report to the Board on all youth service activities.

(c) 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 involvement with youth activities.

Article 11 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.

Article 12 Finances

Section 1. Annual Budget. Prior to the beginning of each Year, the Board shall prepare a budget of estimated income and expenditures in respect of Club operations for the Year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board.

Section 2. Bank Accounts. The Treasurer, or a person designated to serve under the direction and supervision of the Treasurer, shall deposit all Club funds in a bank, ~~named~~ properly designated by the Board.

Section 3. Payment of Expenses. All bills shall be paid by the Treasurer or other officer as directed by the Board.

Section 4. Annual Financial Review. A thorough review of all financial transactions shall be made by a qualified person once each year.

Section 5. Bonding of Officers or Others Handling Club Funds. Officers and other persons having charge or control of Club funds may give bond as required by the Board for the safe custody of the funds of the Club, the cost of any such bond to be borne by the Club.

Section 6. Fiscal Year Divided into Quarters. The fiscal year of the Club shall extend from 1 July to 30 June, and for the collection of Members' dues shall be divided into four (4) quarterly periods extending from 1 July to 30 September, from 1 October to 31 December, from 1 January to 31 March, and 1 April to 30 June.

Section 7. Payments to Rotary International. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.

Section 8. Termination – Non-payment of dues

(a) Any member failing to pay dues within thirty (30) days after the

prescribed time shall be notified in writing by the Secretary at the member's last known address. If the dues are not paid on or before ten (10) days from the date of notification, said membership may be subject to termination in the discretion of the Board of Directors.

(b) Such former member, at the discretion of the Board, may be reinstated to membership upon the former member's petition, and upon the payment of all indebtedness to the Club.

Section 9. Termination – Non-attendance or Non-participation. Each member, other than honorary or senior active (Rule of 85) member of this Club, is expected to attend Club regular meetings and to participate actively in Club projects. If such member fails to attend and participate, that person's membership may be subject to termination, unless the Board consents to such non-attendance or non-participation for good cause.

Article 13 **Method of Electing and Orienting New Members**

Section 1. Proposal by Member. The name of a prospective member, proposed by an active Member of the Club, shall be submitted to the Board using the Club's new member application form, through the Club Secretary. A transferring or former member of another Club may be proposed to active membership by the former Club. The prospective member's signature on the application form shall be considered as permission to submit the application to the Club. The proposal shall be kept confidential, except as otherwise provided in this procedure.

Section 2. Qualifying Process. The Board shall ensure that the new member application meets all the classification and membership requirements of the standard Rotary Club Constitution.

Section 3. Time for Acting. The Board shall approve or disapprove the new member application within 30 days of its submission, and shall notify the proposer, through the Club Secretary, of its decision. If the decision of the Board is favorable, the application shall be submitted to the Club for approval after the prospective member shall have paid dues for a quarter plus \$100 towards a Paul Harris Fellowship. If the decision of the Board is not favorable, the Board shall confer with the proposer as to the reasons for rejection and reconsider the matter before rejection shall become final.

Section 4. Approval by Club; Acceptance into Membership. 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, the prospective member shall be considered to be elected to membership. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, shall be considered to be elected to membership.

Section 5. Orientation of New Members. The Club shall provide an orientation process and new member training designed to involve new members quickly into Club activities. Such orientation and training shall be approved by the Board as modified from time to time by the Membership Chair(s) and shall not be inconsistent with Rotary International policies and procedures.

Section 6. Induction into Membership. Following the election and orientation, the President shall arrange for the new member's induction, Rotary pin, and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI.

Section 7. Honorary Members. The Club may elect, in accordance with the standard Rotary Club Constitution, honorary members proposed by the Board.

Article 14 **Satellite Club**

Section 1. Governance of a Satellite Club of this Club.

(a) Satellite Club Oversight. This Club shall provide general oversight and support of a satellite club as deemed appropriate by the Board.

(b) Satellite Club Board of Directors. For day-to-day governance, a satellite club shall have an annually elected board of directors, drawn from its members and comprising the officers of the satellite club and four to six other members as the bylaws shall provide. The highest officer of the satellite club shall be the chair, and other officers shall be the immediate past chair, the chair-elect, and the secretary. The satellite board shall be responsible for the day-to-day organization and management of the satellite club and its activities, in accordance with Rotary rules, requirements, policies, aims, and objectives, under the guidance of this Club. It shall have no authority within, or over, this Club.

(c) Satellite Club Membership. Members of the satellite club shall be members of this Club, subject to the same approval and termination provisions as provided in these Bylaws, until the satellite club is admitted to RI membership as a Rotary club.

(d) Satellite Club Meetings. A satellite club shall hold regular weekly meetings at a day, time, and place decided by its members. The day, time, and place of the meeting may be changed in a way similar to that provided for the Club's regular meetings. A satellite club meeting may be cancelled for reasons permitted in the RI standard constitution for Rotary Clubs. Voting procedures shall be as provided in the satellite club's bylaws. A satellite club shall hold an annual meeting of its members before 31 December to elect officers for the satellite club. Club officers and designated liaison representatives are encouraged to attend satellite club meetings.

(e) Satellite Club Reporting Procedure. A satellite club shall annually submit to the President and Board of this Club a report on its membership, activities, and programs, for inclusion in this Club's reports for its annual general meeting and any other reports that may, from time to time, be required by this Club.

Section 2. Representation on Club Board. Prior to July 1 of each year, a satellite club shall elect a representative to serve as a member of the Board of this Club to serve a term of one year. The person so elected shall have full voting rights as a member of the Board.

Section 3. Authority over Satellite Club; Resolution of Disputes.

(a) Final Authority. Subject to the rules and regulations of Rotary International, this Club shall have final authority over the business and affairs of a satellite club.

(b) Resolution of Disputes. Disputes or disagreements either within the satellite club or between the satellite club and this Club shall be resolved by the Board of Directors of this Club according to procedures designed to afford a fair opportunity for presentation of the disagreement and gathering of facts .

Article 15 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 16 Retention of Records

The Board of Directors shall provide a location where the constitution, bylaws, minutes, and other records of meetings of the Members, Board of directors, and committees and financial records of the Club may be securely stored. The Board of Directors shall establish a procedure for routine storage of such records, assuring that Club records are retained where they can be accessed for future reference.

Article 17 Amendments

These Bylaws may be amended at any regular Club meeting, a quorum being present, by two-thirds vote of all Members present, provided that notice of such proposed amendment shall have been mailed or provided electronically to each Member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made that is not consistent with the standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Revised June 1, 2020

IN WITNESS WHEREOF, the foregoing Bylaws are certified to be the Bylaws adopted by consent of the membership of the Rotary Club of Crescent (Greensboro, NC, USA) this 1st day of June, 2020.

By: LISA HAZLETT
President

ATTEST:

SHARON SCHLACHTER
Secretary