

**ARTICLE I
BOARD OF DIRECTORS**

Section 1: Governing Body - The governing body of this club shall be the Board of Directors. The Board of Directors shall consist of:

- The nine (9) Members of the Club elected in accordance with Article II, Section 1;
- The President;
- The President-Elect;
- The immediate past President.

**ARTICLE II
DIRECTORS AND OFFICERS**

Section 1: Directors

- (a) Composition and Term - There shall be nine (9) Directors and each shall serve a three (3) year term commencing in June or July when the new President is inducted, and ending three (3) years later.
- (b) Successive Terms - A Director shall not be allowed to serve successive terms.
- (c) Attendance - Directors shall be expected to attend all Board meetings. If a Director misses more than three (3) unexcused meetings, he/she shall be dismissed from the Board and that position shall be filled pursuant to Section 6(a).
- (d) Election of Directors - Directors shall be elected at the annual meeting. Members of the Club shall have the right to nominate themselves or any other Member. The immediate past five (5) Presidents of the Club who still have Club membership shall review all nominations, as well as their own, and shall present a slate of three (3) Members; the Membership shall have the right to nominate any others. The Membership will then vote and elect the three (3) new Directors.

Section 2: President Elect - Prior to the annual meeting, the immediate past five (5) Presidents who still have Club membership shall nominate a President-Elect. This nomination, together with any nomination from the floor, shall be voted upon at the annual meeting. The President-Elect shall

automatically assume the office of President upon the expiration of the current President's term.

Section 3: President Elect Nominee - Prior to the annual meeting, the immediate past five (5) Presidents who shall have Club membership shall also nominate a President Elect Nominee in the same manner as outlined in Section 2, above. The President Elect Nominee, unless circumstances dictate otherwise, shall be nominated as President-Elect at the next ensuing annual meeting.

Section 4: Club Administrator - The Board of Directors shall elect the Club Administrator.

Section 6: Vacancy

(a) Board of Directors - In the event there is a vacancy in the Board of Directors, that position shall be filled by the action of the remaining Board members.

(b) Presidency - In the event there is a vacancy in the Presidency, that position shall be filled by the immediate past President, and the immediate past President shall serve the remaining unexpired term.

(c) President-Elect/President Elect Nominee - In the event there is a vacancy in the position of either President-Elect or President Elect Nominee, that position shall be filled by a special meeting of the membership. The individual to fill the vacancy shall be nominated and elected as outlined in Sections 2 and 3, above.

(d) Director Elect - In the event there is a vacancy in the position of a Director Elect, that position shall be filled by a special election and that Director shall be elected as outlined in Section 1, above.

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 his office.

Section 2: President-Elect - It shall be the duty of the President-Elect to understudy the duties of the President and perform such other duties as designated by the President and the Board.

Section 3: Immediate Past President - It shall be the duty of the Immediate Past President to preside at meetings of the Club and Board in the absence of the President.

Section 4: Club Administrator - It shall be the duty of the Club Administrator to keep the records of the membership, record the attendance at meetings, send out notices of meetings of the Club, Board and Committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International 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 a usually pertain to this office.

The Club Administrator shall also 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 such other duties as pertain to the office.

Upon retirement from office, the Club Administrator shall turn over to the successor (or to the President) all funds, books of accounts or any other Club property in his/her possession.

ARTICLE IV MEETINGS

Section 1: Annual Meeting - An annual meeting of this Club shall be held at the first meeting of the month of January in each year or at such other time as may be designated by the Board. At the annual meeting, the Directors, the President-Elect, and the President Elect-Elect shall be elected.

Section 2: Regular Meetings - The regular weekly meetings of this Club shall be held on Tuesday at 12:30 p.m. or such other day and time as shall be designated by the Board. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. Special meetings shall be called as designated by action of the Board. All members shall meet the attendance requirements as specified by the District Governor.

Section 3: Quorum - One-Third of the membership shall constitute a quorum at the annual, regular, and special meetings of the Club.

Section 4: Board Meetings - The Board of Directors, unless for good cause, shall meet on the second Monday of each month. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the

request of two members of the Board, due notice having been given. A majority of the Board members shall constitute a quorum of the Board.

ARTICLE V FEES AND DUES

Section 1: Admission Fee - An admission fee, in an amount determined by the Board, shall be paid before the proposed member can qualify as a member.

Section 2: Dues - With the exception of young professionals referred to below, membership dues include the cost of meals. All members shall pay the assessment for meals regardless of whether they are present at the meeting. The amount of dues shall be determined by the Board and shall be payable quarterly on the first day of January, April, July and October.

Young professionals under the age of 35 shall be entitled to a 50% reduction in the costs of meals.

Section 3: Termination of Membership - If a member's dues become delinquent by \$500, or more, his/her membership may be terminated if the Board of Directors direct.

ARTICLE VI METHOD OF VOTING

Section 1: The business of this Club shall be transacted by voice vote or by ballot.

ARTICLE VII COMMITTEES

Section 1: Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The President-Elect, President, and immediate past President should work together to ensure continuity of leadership and succession planning.

Committee members may be appointed to the same committee for three years to ensure consistency. The President-Elect is responsible for appointing committee chairs, assisting committee chairs with selecting and recruiting committee members, and conducting meetings with committees to establish and review plans, goals and progress throughout the year.

It is recommended that the committee chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

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

Public Relations - This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

Club Administration - This committee should conduct activities associated with the effective operation of the club.

Service Projects - This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

The Rotary Foundation - This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

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

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. 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 and shall report to the Board on all committee activities.

ARTICLE VIII 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 members; 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, provided however, that excused absence is authorized by the standard Club constitution are not to be computed in the attendance record of the Club.

A member who is granted leave of absence is still required to pay both dues and meals, provided however, in extraordinary circumstances, the Board of Directors can abate the provision requiring the payment of meals.

ARTICLE IX FINANCES

Section 1: Deposit - The Club Administrator shall deposit all funds of the Club in a bank or banks and/or building and loan or savings and loans to be named by the Board.

The Board may also instruct the Club Administrator to establish Club accounts with other appropriate community organizations such as The Spartanburg County Foundation.

Section 2: Payment of Bills - All bills shall be paid only by checks signed by the Club Administrator.

Section 3: Audit - When the Board deems it appropriate, it shall direct that an audit be conducted.

Section 4: Fiscal Year - The fiscal year of this Club shall extend from July 1st to June 30, and for the collection of member's dues shall be divided into four quarterly periods beginning January 1, April 1, July 1, and October 1. The payment of per capita dues and magazine subscriptions to Rotary International shall be made as directed by the District Governor.

Section 5: Annual Budget - At the beginning of each fiscal year, the President-Elect and the Club Administrator shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

ARTICLE X METHOD OF ELECTING MEMBERS

Section 1: 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 Administrator. 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.

Section 2: The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club constitution.

- Section 3: The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Club Administrator, of its decision.
- Section 4: 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 requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.
- Section 5: 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 honorary membership), as prescribed in these By-Laws, 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, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.
- Section 6: Following the election, the President shall arrange for the new member's induction into the Club. In addition, the President or Club Administrator will report the new member information to RI 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.
- Section 7: The Club may elect, in accordance with the standard Rotary Club constitution, honorary members proposed by the Board.

ARTICLE XI RESOLUTIONS AND SUBSCRIPTIONS

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

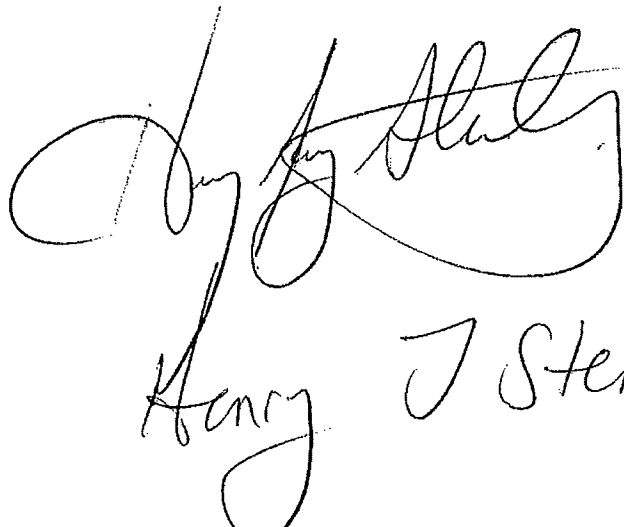
ARTICLE XII ORDER OF BUSINESS

- Section 1: At annual, regular, and special meetings of the Club members, the order of business may be as follows:

Meeting called to order
Introduction of visiting Rotarians and Guests
Address or other program feature
Adjournment

**ARTICLE XIII
AMENDMENTS**

Section 1: 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 written notice shall be made available in the Club bulletin at least two weeks before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the Club constitution and with the constitution and By-Laws of Rotary International.


Henry J Sternberg, President
7-8-14