



Rotary Club of East Lake Sunrise

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Bylaws of the Rotary Club of East Lake Sunrise

Article 1 Definitions

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

Article 2 Board

The governing body of this club shall be the board consisting of 7 members of this club, namely, the president, immediate past president, president-elect, vice-president, secretary, treasurer, and the Director at Large.

Article 3 Election of Directors and Officers

Section 1 At a regular meeting one month prior to the meeting for election of officers for the subsequent year, the presiding officer shall ask for nominations by members of the club for the 7 Board of Director positions. The nominations may be presented by a nominating committee or by members from the floor. By either or by both as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for the 7 Board positions receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On July 1st immediately following that year, the president-elect shall assume office as president. In the case that no nominations were made or elected for Board positions, the current presiding president can nominate candidates and fill Board positions provided they have received current Board of Director approval.

Section 2 The officers and directors shall constitute the board. Within one week after their election, the directors-elect shall meet and elect a member of the club to act as sergeant-at-arms.

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

Section 4 A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 4 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 pertain to the office of president.

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 or the board.

Section 3 *President-elect:* It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 4 *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 pertain to the office of vice-president.

Section 5 *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 meetings; record and preserve the minutes of such meetings; report as required to RI, 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 the July or January 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 RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 6 *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 pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Section 7 *Director at Large:* It shall be the duty of the Director at Large to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 8 *Sergeant-at-Arms:* (This position, although still active in the club, is no longer included as a member of the Club Board of Directors). 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.

Article 5 Meetings

Section 1 *Annual Meeting:* An annual meeting of this club shall be held on the first weekly meeting date in December in each year, at which time the election of the officers and directors to serve for the ensuing year shall take place.

Section 2 *Regular Weekly Meeting:* The regular weekly meetings of this club shall generally be held on Thursday mornings at 7:30am. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. 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 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 as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

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

Section 4 Regular meetings of the board shall be held as scheduled on at least a bi-monthly basis. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 A majority of the directors shall constitute a quorum of the board.

Section 6 *Sexual Harassment* Sexual harassment will not be tolerated or permitted by the East Lake Sunrise Rotary Club. It is a violation of our charter and applicable law for any member, male or female, to engage in sexual harassment. Sexual harassment can also be found in off color jokes, inappropriate conversations or comments, and with inappropriate gestures. Such conduct will result in immediate termination of club member status.

Article 6 Fee and Dues

Section 1 The admission fee shall be \$60.00 (first installment of quarterly Rotary dues) to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 The membership dues **Except for corporate members** shall be \$60 per quarter, payable on the first of July, October, January, and April, with the understanding that a portion of each payment shall be applied to each member's subscription to the RI official magazine subscription magazine.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce** 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 *viva voce** vote.

(*) *Viva Voce vote is defined as when a club voting is conducted by vocal assent.*

Article 8 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 New Generations Service. This club will be active in each of the Avenues of Service

Article 9 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 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 the 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 Image:** *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.*
- **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.*

Administrative Committee: *This committee should conduct activities associated with the effective operation of the club in weekly meetings. Members of the committee should include a Sergeant at Arms, weekly meal coordinator, persons responsible for room set-up.*

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) 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 has been made and approved by the board.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

Article 10 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 RI 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 the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goal, and plans for presentation to the board in advance of the commencement of the year as noted above.

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 no longer than twelve months.

(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 provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 12 Finances

Section 1 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 All bills exceeding \$200.00 shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors. All bills \$200.00 or less may be paid by treasurer with one officer or director approval.

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

Section 5 Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from July 1 to September 30th, from October 1st to December 31st, from January 1st to March 31st, and April 1st to June 30th. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Article 13 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 secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

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 secretary, 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), shall be considered to be elected to membership.

Section 6 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 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 of function.

Section 7 The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 14 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 15 Order of Business

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article 16 Amendments

These bylaws 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 be sent through electronic notification to each member at least ten (10) days before such meeting. It is the responsibility of the member to notify the club secretary if they wish correspondences via US mail and to keep the club secretary updated with their most current contact information. 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 RI.

Article 17 Corporate Membership

The Rotary Club of East Lake Sunrise offers two corporate membership programs for businesses, professional practices, government entities, educational institutions, and community organizations.

Program A: Multiple Members

1. **Qualifications.** The employees of any organization approved by the club are eligible for corporate membership in the Rotary Club of East Lake Sunrise.
2. **Members.** Subject to the approval of the club's board, the organization designates employees to serve as members of the Rotary Club of East Lake Sunrise and may appoint up to five (5) individuals to be primary members or alternates.
3. **Attendance.** Attendance and participation requirements of the club may be met by any of the members. All members (primary and alternates) are entitled to attend any regular meeting of the club or of any other Rotary club as determined by the club.
4. **Dues.** Dues for the corporation are established at \$750 per year (as of March 1, 2021).
5. **RI registration.** Primary corporate members for whom RI dues have been paid are registered as active members in Rotary's database. They will be listed as official members of the club and noted in the roster as primary corporate members of the named entity. Alternate corporate members for whom RI dues have not been paid are not listed on the club roster in RI's database.
6. **Votes and quorum.** For the purpose of general meetings and club matters, any primary corporate member is eligible to vote. If the corporation has one primary member that is reported as an active, RI dues-paying member, it will have only one vote which will be made by the member or a designated alternate attending the meeting at which the vote is taken.
7. **Holding office.** Any RI dues-paying member listed in Rotary's database, which includes the primary corporate member, is eligible to hold office. Alternates who do not pay RI dues are not eligible.

Program B: Single Member with Alternates

1. **Qualifications.** All corporate representatives must meet the established requirements for membership in the club and in Rotary International.
2. **Members.** Subject to the approval of the club's board, these organizations may designate a primary corporate member who functions in a senior management capacity and as many as two (2) alternate members who must be employed by the organization.
3. **Attendance.** Either the corporate member or any alternate member will be included in the attendance report for each club meeting and will fulfill the club's other attendance and participation requirements as well.
4. **Dues.** Dues for the corporation shall be \$250 per year (as of March 1, 2021) which includes the primary corporate member and all alternate members.
5. **RI registration.** The primary corporate member is a full, active member of the club included in the database of both the club and Rotary International.
6. **Votes, quorum and holding office.** The corporate member is an active, dues-paying member of the club eligible to vote on club matters and to hold office.

Article 18 Harassment

Section 1. This club is committed to maintaining an environment that is free from any form of harassment. All members and individuals attending or participating in this club's meetings, events or activities should expect an environment free of harassment, including unwelcome physical contact, advances, or comments. Members shall maintain an environment that promotes safety, courtesy, dignity and respect for all, reporting any suspected harassment, and ensuring non-retaliation.

Section 2. Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults or offends a person or group of persons, based on any specific characteristic, be it age, ethnicity, race, color, abilities, appearance, attire, religion, socioeconomic status, culture, sex, sexual orientation, or gender identity.

Section 3. The club leadership shall promptly address any allegation, or observations, of inappropriate behavior, including harassment, and shall not retaliate against those making the allegation. All allegations of criminal behavior shall be referred to local law enforcement.

Section 4. Before submitting the matter to the club board, the President shall assign the allegation to a member who is qualified to investigate the allegation, understanding the sensitivities, confidentiality, and seriousness of the matter. Any information the President may have of prior conduct that may be pertinent to the current incident, shall be relayed to the investigating member. The President may ask the District Governor for assistance in appointing the investigating member from outside the club if deemed warranted. The investigating member shall take immediate action to contact both the accuser and accused, and anyone else with knowledge of the alleged incident, to gather the facts and document the events surrounding the allegation. The investigating member shall take all precautions to assure the privacy of those involved.

Section 5. If the investigating member is able to resolve the issue between the parties without any further action by the club board, the investigating member shall render a full and confidential report to the Club President who shall use his or her sole discretion either to accept the report and settlement by the parties or to report the matter to the board for further action. The investigating member shall make every effort to conduct and conclude the investigation and report within seven (7) to ten (10) days.

Section 6. If the investigating member is unable to resolve the issues between the parties without any further action by the club board, a full and complete confidential report of the allegation(s) and the facts discovered during the investigation shall be rendered, and a special board meeting shall be called by the club president for the full purpose of acting upon this matter. The investigating member shall make every effort to conduct and conclude the investigation and report within seven (7) to ten (10) days, and the special board meeting likewise to be called as soon as reasonably possible, preferably within one week. The meeting shall not be open to any other club member, Rotarian, or member of the public without the express consent of the accused and the accuser.

Section 7. Both the accused and the accuser shall be invited to the special board meeting. The club president, after consultation with the investigating member, the accused and the accusing member, may decide to exclude the presence of both the accused and the accuser in the board meeting room at the same time if he or she feels it is in the best interest of all parties involved. Both the accused member and the accusing member shall be given a copy of the investigating member's report prior to the special board meeting and may present their own written report if so desired and may make statements and take questions at the special board meeting. No one shall be compelled to answer any question. The board shall render a decision at that meeting, or at the conclusion of any adjournment taken for the purpose of more investigation, and may take any appropriate action as to the club's policies or processes of conducting its meetings, events and activities, or against the accused member, or the accusing member if warranted, that is permissible under the provisions of the club's charter, its by-laws, and the rules and regulations of the Rotary District and Rotary International, including, but not limited to suspension or revocation of membership.

Article 19 Grievances

Grievance Committee. The Grievance Committee shall be charged with the responsibility for receiving and investigating any complaints against a member of the Club having to do with the member's qualifications for continued membership or conduct alleged against a member which reflects adversely on his or her commitment to the ideals of Rotary.

(a) All complaints made to the Grievance Committee shall be considered as confidential information. Upon receipt of a complaint by a non-member or a member against a member of the Club, the Grievance Committee Chairperson or any member of the committee appointed by the Chairperson for such purpose shall immediately cause a confidential investigation of the complaint to be initiated. In the case of a complaint by one member against another, the complaining member may bring the complaint to any member of the Grievance Committee, who will then serve as the Grievance Officer for the purpose of conducting a confidential investigation. In either event, the purpose of the investigation is to gather all the facts (emphasis added) surrounding the complaint, and to separate the facts from the rumor, innuendo and personality conflicts, and decide whether any action need be taken by the Board of Directors under any provision of these By-Laws, the Article of Incorporation, or Rules of Rotary International.

(1) In examining the facts, the Grievance Officer shall give a technical construction to any violation having to do with qualifications of membership, including such matters as classifications, attendance, payment of account, residency requirements, and active engagement in the business of the accused member's classification. Liberal interpretations of these requirements for membership shall be in the discretion of the Board of Directors, and not the Grievance Officer.

(2) The Grievance Officer shall, however, give a liberal construction to the requirement of "good character and good business or professional reputation" when investigating alleged misconduct of a member reflecting adversely on the ideals of Rotary. The Grievance Officer shall consider the complaint in light of the guidance provided by the 4-Way Test and the promulgated Objects of Rotary.

(3) If the Grievance Officer decides that the Complaint does not warrant the attention of the Board of Directors, the Committee Chairman, in the case of a complaint brought by a non-member, and the Grievance Officer in the case of complaints by members, shall so advise the Complainant and the accused member of the decision and of the reasons therefore. If the Complainant is another member of the Club, and disagrees with the decision of the Grievance Officer, he or she may

take the complaint to the full Grievance Committee by notifying the Grievance Committee Chairperson, who shall then set a meeting of the full committee to hear the matter and make a recommendation. If the complaining member still disagrees with the decision of the full Grievance Committee or wishes to by-pass the full Grievance Committee and go directly to the Board of Directors, he or she may do so after notifying the Club Secretary of the Complaint in writing and requesting a hearing on the matter before the Board. In no event shall a complaint which would otherwise fall within the area of responsibility of the Grievance Committee be brought before the Board of Directors without first passing through the Grievance Committee or a Grievance Officer. The Club Secretary shall proceed as provided in subsection (5) of this Article.

(4) If the Grievance Officer or Committee determines that the accused member has violated the rules and regulations of Rotary International, the Articles of Incorporation or By-Laws of this Club, the Chairperson of the Grievance Committee shall inform the Club Secretary of the complaint, the results of the Grievance Officer's Investigation, decision and recommendations, and the Club Secretary shall proceed as provided in subsection (5) of this Article.

(5) Upon request of a complaining member pursuant to subsection (3) of this Article, or upon advice from the Chairperson of the Grievance Committee pursuant to subsection (4) of this Article, the Club Secretary shall advise the accused member of the essence of the complaint against him or her and provide the member a copy of the written complaint. The Secretary shall cause the complaint to be placed upon the agenda for the next regularly scheduled meeting of the Board of Directors, unless the Club President deems it imperative that a Special Meeting of the Board be called for the purpose of discussing the complaint. The Secretary shall advise the Complaining Member, the Accused Member, and the Chairperson of the Grievance Committee of the date, time and place of the Board Meeting at which the complaint is scheduled to be heard. The Club President will give ample opportunity for the Complaining Member, the Accused Member, and the Chairperson or Investigating Officer of the Grievance Committee to present their cases.

(6) The Board shall be governed in its decisions by the requirements of these By-Laws, the Article of Incorporation, and the Manual of Procedure of Rotary International.

- (b) It is neither the intent nor the purpose of the Grievance Committee to resolve business or personal disputes between members which do not bear upon the qualifications for membership. It is the intent to mediate all disputes and attempt to resolve them in a confidential manner between the parties involved, before taking the matter to the Board of Directors.

Section 19 Termination

(a) The membership of any member who shall cease to have the qualifications for membership in this club may be terminated by the Board by the votes of not less than two-thirds of the members present and voting at a meeting called for that purpose.

(b) The membership of any member may be terminated by the Board, for a reason which the Board may deem to be sufficient, including failure to meet the obligations of membership imposed by these By-Laws, by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.

(c) In either case (a) or (b) above, the member shall be given at least ten days' notice by telephone and in writing of such pending action and an opportunity to submit to the Board a written answer. Such written notice shall specify the grounds upon which such termination will be considered. Such member shall also have the privilege of appearing before the Board to state his or her case. Service of such notice shall be made by personal delivery or by registered letter to the member's last known address (d) In case of a decision to terminate membership the secretary shall, within seven days after the date of the Board's decision, notify the member in writing of the decision of the Board. Such member may, within fourteen (14) days after the date of such notice, give written notice to the secretary of his or her intention either to appeal to the club or to arbitrate the Board's decision of termination of membership.

(1) In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular meeting of the club, to be held within twenty-one days after the receipt of such written notice of appeal. At least five days' notice of such club meeting and its special business shall be given in writing to every member of the club, and only members of the club shall be permitted to be present when such appeal is considered at such meeting. A decision by the majority of those club members in attendance at such meeting shall be binding. Any vote of the members at such meeting shall be taken by secret ballot.

(2) In the event of arbitration, the Board shall set a date for the arbitration hearing to be held within twenty-one days after the receipt of such written notice requesting arbitration. The arbitration panel shall consist of the Club's current Grievance Chairperson, the current President of any other Rotary Club located within the Rotary District in which this Rotary Club belongs, which Club President shall be selected by the person whose club membership has been terminated, and a designee of the current Rotary District Governor selected from the cadre of past District Governors. A decision of a majority of the arbitration board shall be binding.

(e) When the Board has terminated the membership of an active member as provided for in this Section, the club shall not elect a new member under the former member's classification until the time for hearing the appeal, or conducting the arbitration, if any, has expired and the club's decision or the decision of the arbitrators has been announced.

(f) The action of the Board shall be final if no appeal to the club is made and if no arbitration is requested.