

**BY-LAWS OF THE ROTARY CLUB  
OF FORT MYERS SOUTH, INC.  
AS REVISED, MARCH 2010**

**ARTICLE I: BOARD OF DIRECTORS**

**SECTION 1:**

The governing body of this Club shall be the Board of Directors, elected in accordance with Article II of these By-laws.

**SECTION 2:**

The Board of Directors shall consist of the President of the Club, President-Elect, Immediate Past President, Secretary, Treasurer and six (6) members at large, who shall be elected as hereinafter provided. The President-Elect of the club shall also serve as Vice-President of the Club.

**SECTION 3:**

The six (6) Directors at large shall serve terms of two (2) years, and shall be elected as follows:

Three (3) Directors shall be elected in the odd numbered years and three (3) Directors shall be elected in the even numbered years. A member cannot succeed himself as Director if he will have served in that capacity for two (2) years by July 1 of the current Club year; except that such member can continue to serve as a Director if he is elevated to the position of an officer of the Club.

**SECTION 4:**

Any vacancy existing in the Board may be filled by the remaining members of the Board by appointing a member of the Club to fill the vacancy. At any time that one of the Directors at large shall also be elected as an officer and, therefore, reduce the number of Directors, the remaining Directors may appoint some member of the club as a Director for the remainder of the vacated term of office.

**ARTICLE II: NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

**SECTION 1:**

During the month of January, a Nominating Committee consisting of the President, immediate Past President, President Elect, and a minimum of two members of the existing Board shall meet within such time to nominate two (2) members in good standing for each Director's seat being vacated on July 1 of the current year, and shall announce the names of said nominees at the next regular meeting of the Club and shall also print in the Rotary Cue or through other means of

written communication the list of nominees the week before the balloting. At a regular meeting by the end of January, the secretary shall give to each member present in good standing a ballot containing the names of the nominees and places for three write-ins. Each ballot shall contain instructions to vote for three (3) persons, whether nominees or write-ins, for those present and for absentees voting by signed proxies. The three (3) persons receiving the highest number of votes shall then be the newly elected Directors.

## **SECTION 2:**

The tabulation of the votes cast shall be by existing officers or Board of Directors. In the event of a tie vote between four or more first place vote-getters, or three or more second place vote-getters, then a second ballot containing the names of said tie vote-getters shall be taken by members present in good standing. There shall be as many as are necessary to break all tie votes so that sufficient persons shall be elected to fill all the Director's seats to be vacated on July 1 of the current Club year.

## **SECTION 3:**

At the next Board meeting following election, the newly elected Directors and the existing Directors shall meet and elect (i) a President from the Board of Directors to serve as a President-Elect and Assistant Secretary for the year commencing on the first day of July next following his election as President; (ii) a Secretary; and (iii) a Treasurer. The Secretary and Treasurer shall serve as said officers and as Directors of the Board in the year of their election.

To be eligible for election as President, a Director shall have (i) previously served as Secretary to the Club within the prior five (5) years, or as secretary to another Rotary club within the prior five (5) years, or as president of another Rotary club in the prior five (5) years; (ii) have attended and graduated from all three classes of the Rotary Leadership Institute ("RLI"); and (iii) meet the qualifications set forth in the Standard Rotary Club Constitution contained in Article 10, Section 5(c). Notwithstanding the foregoing, the Board shall have the discretion to waive any of the foregoing eligibility requirements.

Expenses incurred by a director to attend RLI classes shall be reimbursed at the discretion of the Board.

## **SECTION 4:**

The newly elected Directors and Officers shall take office on July 1, their introduction being scheduled at the last regular meeting of the Club in June each year. All newly elected directors and officers take office on July 1 and shall attend and graduate from at least one Rotary Leadership Institute program during their first year in office; reasonable expenses incurred may be reimbursed at the discretion of the Board.

## **SECTION 5:**

In the event of a vacancy in the office of President during the course of the year, said office shall be filled by the immediate Past President for the balance of the year. In the event of the inability of the immediate Past President, the order of succession to said vacant office shall be President-Elect, Secretary, Treasurer.

### **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 of Directors 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 act in the absence of the President and to perform such other duties as ordinarily pertain to his office other than those specifically delegated to the immediate Past President. In addition, the President-Elect shall serve as Vice-President of the Club.

#### **SECTION 3: IMMEDIATE PAST PRESIDENT**

It shall be the duty of the Immediate Past President to perform those duties delegated by the President.

#### **SECTION 4: SECRETARY**

It shall be the duty of the Secretary to keep the records of members; record the attendance at club meetings; record and preserve the minutes of board and special 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 1 and July 1 of each year, and including pro-rated reports to the General Secretary on October 1 and April 1 of each active and honorary member who has been elected to membership in the club since the start of the July or January semi-annual reporting period; the report of changes of 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 his office. In addition, the Secretary shall serve as the Club's liaison representative to the Rotary Foundation of Ft. Myers South, Inc.

#### **SECTION 5: 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 of Directors and to perform such other duties as pertain to this office. Upon retirement from office the Treasurer shall turn over to his or her successor or to the President all funds, books of accounts, or any other Club property in his or her possession.

## **ARTICLE IV: MEETINGS**

### **SECTION 1:**

There shall be held once each year an annual meeting of the Club, the date to be determined by the Board of Directors. The purpose of such meeting shall be for induction of new Officers and Directors and for presenting such business as should be brought to the attention of the Club.

### **SECTION 2:**

The regular weekly meetings of this Club shall be held Mondays at 12:00 noon provided that in an emergency, or for good cause, the Board of Directors may:

- (a) change the regular meeting of any week to a different day of the same week or to a different hour of the regular day, or
- (b) cancel the regular meeting for any of the extenuating circumstances set forth in Article 6, Section 1(c) of the Standard Rotary Club Constitution.

Due notice of any such 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 by the Board of Directors of this Club), pursuant to Article VII, Section 3, 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.

### **SECTION 3:**

One-half of the membership of the Club shall constitute a quorum at all meetings of this Club.

### **SECTION 4:**

Regular meetings of the Board of Directors shall be held at least once each month at a time and place to be fixed by the Board of Directors. Said meetings shall take place on the third Monday of each month, unless otherwise fixed by the Board of Directors. Special meetings of the Board of Directors may be called by the President whenever deemed necessary, or upon the request of two (2) members of the Board, due notice of the meeting having been given to all Board members. Attendance of Board members at meetings may be by teleconferencing.

## **SECTION 5:**

A majority of the Board members shall constitute a quorum of the Board at all meetings of the Board of Directors. Voting by Board members may be allowed by email or other electronic means at the discretion of the Club President, but in such event a written record of such votes shall be maintained.

## **ARTICLE V: FEES AND DUES**

### **SECTION 1:**

The admission fee shall be as determined by the Board from time to time to be paid before the applicant can qualify as a member.

### **SECTION 2:**

The quarterly membership dues shall be as determined by the Board from time to time, payable within thirty (30) days after the first day of each quarter, with the understanding that such part of each payment, as shall be determined by Rotary International, shall be applied to each member's subscription to The Rotarian Magazine. In the event any member shall not have paid his quarterly dues within the thirty (30) day period referenced hereinabove, the Secretary shall call such fact to be known to the Board of Directors, who shall take such action as may be proper in the premises.

## **ARTICLE VI: METHOD OF VOTING**

The business of this Club shall be transacted by viva voce vote except the election of officers and directors or nominees for district level officers which shall be by written ballot.

## **ARTICLE VII: COMMITTEES**

### **SECTION 1:**

- (a) 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

- (b) The President shall, subject to the approval of the Board, also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, and International Service as he may deem necessary.
- (c) The Club Service committee, Vocational Service committee, Community Service committee, and International Service committee shall each consist of a chairman or director, who shall be named by the President from the membership of the Board.
- (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 in the by-laws 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 the Board and approved by the Board.
- (f) Should the President deem it necessary, he may appoint one or more committees dealing with various aspects of youth activities, which, depending on the respective responsibilities, may be under any, or all, of the Vocational Service, Community Service, or International Service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two (2) year term.

**SECTION 2: COMMITTEE CHAIRMEN**

- (a) The chairman or director of each standing committee appointed by the President shall be responsible for all activities in connection with his committee or avenue of service, and shall supervise and coordinate the work of all committees appointed on particular phases of such committee work. The members of each standing committee shall consist of the chairman or director of the standing committee or avenue of service, and the chairmen of all committees appointed on particular phases of that avenue of service. The President shall, subject to the approval of the Board of Directors, appoint the necessary committees under each standing committee or avenue of service.

**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 chairman or director 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. Committees may include the following:

- (a) Attendance Committee - This committee shall devise means for encouraging attendance at all Rotary meetings - including attendance at district conferences, intercity meetings, regional conferences, and International Conventions by all Club members. This committee shall especially encourage attendance at regular meetings of this Club and attendance at regular meetings of other Clubs when unable to attend meetings of this Club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.
- (b) Classifications Committee - This committee shall as early as possible, but no later than August 31 of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle, shall review, where necessary, existing classifications represented in the Club; and shall counsel with the Board of all classification problems.
- (c) Club Bulletin Committee - This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the Club, of its members and of the worldwide Rotary program.
- (d) Fellowship Activities Committee - This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the Club as may be assigned by the President or the Board.
- (e) Magazine Committee - This committee shall stimulate reader interest in The Rotarian; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure International Service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the Club members and non-Rotarians.
- (f) Membership Committee - 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.
- (g) Membership Development Committee - This committee shall review continually the

club roster of filled and unfilled classifications and shall take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications.

- (h) Program Committee - This committee shall prepare and arrange the programs for the regular and special meetings of the Club.
- (i) Public Relations Committee - This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object and scope; and (2) to secure proper publicity for the Club.
- (j) Rotary Information Committee - This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary Club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities, and (4) to give the members information as to developments in the administrative operation of Rotary International.
- (k) Fund Raising Committee - to include the annual football game, which is to be chaired by the President-Elect of the Club.
- (l) Legislation Committee – this committee shall report to the Club on important matters before the Council on Legislation of Rotary International.
- (m) Sergeant at Arms – the duties of the Sergeant at Arms shall be as are usually prescribed for such position and other duties as may be prescribed by the President or the Board

## **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 chairman or director 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. Committees may include the following:

- (a) Four-Way Test Committee
- (b) Career Information Committee
- (c) Rotary International Foundation Committee

### **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 chairman or director of this 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, including the following:

- (a) Rotaract Committee
- (b) Interact Committee
- (c) Adopt-a-School Committee
- (d) S4TL Committee
- (e) Scholar Athlete Committee
- (f) Community Project Committee – including Dictionary Day

### **SECTION 4: INTERNATIONAL 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 International Service. The chairman or director 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, and may include the following:

- (a) World Community Service Committee – to include Group Study Exchange Program
- (b) International Youth Projects Committee – to include Ambassadorial Scholar Program
- (c) Youth Exchange Committee – including International Youth Exchange Program

### **ARTICLE IX: 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 specific length of time.

### **ARTICLE X: FINANCES**

**SECTION 1:**

The Treasurer shall deposit all funds of the Club in some bank to be named by the Board.

**SECTION 2:**

All bills shall be paid only by check signed by the President or President –Elect, or by the Secretary in their absence. A thorough financial review by an independent qualified person may be made once a year, at the end of the fiscal year, which services may be compensated at the discretion of the Board. This financial review shall be approved by a majority of the club members at a regularly scheduled membership meeting.

**SECTION 3:**

Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the 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 (4) quarterly periods. The payments of 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.

**SECTION 6:**

At the end of each fiscal year, the Club shall contribute, as surplus funds, the amount of Club income not expended during the year, or required for other purposes, to the Rotary Foundation of Fort Myers South, Inc. for the purpose of increasing the Foundation's principal.

Surplus funds shall be defined as the amount of the Club's unrestricted net asset amount from the Club's year end financial statement as accepted by the Board of Directors, less \$20,000, which will be retained for operating purposes. The Board of Directors shall cause and direct the Club to contribute the surplus as soon as possible after the end of the fiscal year, but in no case later than 60 days after year end.

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

### **SECTION 1: Active Members**

- (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 Membership Chairman or through the Club Secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
- (2) The Board shall request the Classification Committee to consider and report to the Board on the eligibility of the proposed member from the standpoint of classification, and shall request the Membership Committee to investigate and report to the Board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.
- (3) The Board shall consider and approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposer, through the Club Membership Chairman, of its decision.
- (4) After approval by the Board of Directors the prospective member's name will be published or announced to the membership for two (2) consecutive weeks. If no objections are received by the Board within seven (7) calendar days following the second publication of the prospective member's name, he/she will meet with the Rotary Information Committee.
- (5) The sponsor and one or more members of the Rotary Information Committee will then meet with the prospective member and inform him/her of the privileges and the responsibilities of Rotary Club membership. At this time the Rotary Information Committee will ask the proposed member to complete a Membership Information Form and pay the admission fee as set by the Board from time to time. Upon receipt of the Membership Information Form and the admission fee by the Membership Chairman of the Club, the applicant will be deemed to be elected to membership.
- (6) Upon receipt of the admission fee and Membership Information Form from the Membership Chairman, the Club's Secretary shall report his/her name to the General Secretary of Rotary International and will process for induction at the next club meeting.
- (7) The new member shall be formally introduced as a new member at a regular meeting of the club.

## **ARTICLE XII: RESOLUTIONS**

### **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.

### **SECTION 2:**

The Board of Directors shall, by resolution, from time to time, as needed, adopt any changes or amendments to the prescribed Standard Rotary Club Constitution, as may be made or enacted by the Council on Legislation of Rotary International, so as to insure the conformance by this Club with the requirements of Rotary International with respect to its governance and practices.

### **SECTION 3:**

With respect to charitable giving, all requests for funding shall come from or through a member of the Rotary Club of Fort Myers South, Inc. and shall be presented to the Club's Board of Directors. In the event the funding is approved by the Board of Directors, it shall be published in the Cue.

In the event that the Board of Directors decides to approve the funding request then it shall be deemed to have been approved by the Trustees of the Rotary Foundation of Fort Myers South, Inc. upon notification to the Trustees from the Club's Board of Directors. However, the Board of Trustees of the Rotary Foundation of Fort Myers South, Inc. shall maintain oversight authority for all proposed charitable giving through the Foundation to insure that the requests for funding are consistent with the purpose and objective of the Foundation.

All charitable giving requests will be submitted in writing on a form to be designated by the Board of Directors. Requests will be presented to the Board of Directors by the Past President or designee at a Board meeting for consideration. The Community Service Chairman shall maintain a list of all contributions of the Club on an annual basis and present a report to the membership in July of each year for gifts made in the prior Rotary year. The Board of Directors may only commit funds for funding requests for the current Rotary Year. The Community Service Chairman will endeavor to have recipients of funding requests attend a regular Club meeting for the presentation of approved gifts.

### **ARTICLE XIII: CLUB'S ORDER OF BUSINESS**

The Club's Order of Business shall include the following in an order to be set by the President:

- 1) Meeting called to order.
- 2) Invocation.
- 3) Introduction of visiting Rotarians.
- 4) Correspondence and announcements.
- 5) Committee reports and sergeant-at-arms.
- 6) Any unfinished business.
- 7) Any new business.
- 8) Address or other program features.
- 9) Adjournment.

### **ARTICLE XIV: INDEMNIFICATION**

The Club shall indemnify, to the fullest extent provided by law and as provided in Florida Statutes 617.0831, 617.0830, 617.0834, 607.0831, and 607.0850 as now enacted or as may be hereafter amended, any person who was or is a party to any proceeding by reason of the fact that he or she was or is serving as a trustee, member, director or officer of the Club against liability and expenses incurred in connection with such proceeding, including any appeal thereof, if such person acted in good faith and in a manner that he or she reasonably believed to be in, and not opposed to, the interests of the Club or of Rotary International, and in the event there is no valid, collectible insurance coverage.

In connection with this indemnification provision, any trustee, member, director, or officer named as a party to any lawsuit or who receives notice of a potential claim against him or her shall provide the President of the Club with a copy of the process served upon him or her, or with notice of the potential claim, within ten (10) business days of receipt thereof, for the Club's submission to the Club's insurance carrier. Failure of the trustee, member, director, or officer to provide the President of the Club with such notice shall relieve the Club of the indemnification responsibilities provided herein.

**ARTICLE XV: AMENDMENTS**

**SECTION 1:**

These by-laws may be amended at any regular meeting of the Club, a quorum being present, by a two-thirds voice vote of all members of the Club present, provided that notice of such proposed amendments shall have been communicated in writing to each Club member at least ten (10) days before such meeting.

**SECTION 2:**

No amendment or addition to these by-laws can be made which is not in harmony with the Standard Rotary Club Constitution as adopted by this Club, and with the constitution and by-laws of Rotary International.

Amended effective \_\_\_\_\_,  
upon proper notice to club members  
and by the required vote of club  
members present.

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Club Secretary