

Bylaws of the Rotary Club of Metropolitan Honolulu

Revised June 2010

Article I 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. Chair: The Chairperson of a Committee of this club.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

Article II Board

The governing body of this club shall be the Board consisting of not more than sixteen members of this club, namely, the President, immediate Past President, two Vice-Presidents, President-elect, Secretary, Treasurer, and nine Directors elected in accordance with article 3, section 1 of these bylaws.

Article III Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers and directors, the presiding officer shall ask for nominations by members of the club for President-elect, two Vice-Presidents, Secretary, Treasurer, and three Directors. 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 nominating committee shall be made up of the incumbent President; President-elect; three or more club members who are Past-Presidents of any Rotary club; and four club members selected and approved by the Board of Directors (hereafter referred to as "Board"). At the first meeting in November, the nominating committee shall present to the membership its nominees for President, Vice President, Secretary, Treasurer, and three new Directors. The presiding officer shall then call for nominations from the floor, which will be accepted until the conclusion of the second meeting in November, when nominations are closed. Ballots shall be communicated to members at the Annual Meeting, (*which is on the second Thursday in December*) and must be returned before the conclusion of that Meeting.

Section 2 – Election. At the Annual Meeting, the candidates for, President-Elect, 2 Vice Presidents, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. If no candidate for an office receives a majority of the votes cast, the two candidates receiving the largest number of votes for that office will participate in a run-off election to be held at the same meeting. The three candidates for Director receiving the largest number of votes cast shall be declared elected as Directors. In the event two or more Director Candidates receive the same highest number of votes cast, those candidates will participate in a run-off election to be held at the same meeting until the tie is broken. The President-elect elected in this balloting shall serve as a member of the Board for the next year commencing on the first day of July next following his/her election as President-elect; and shall assume office as President on the first day of July immediately following his/her year of service on the Board as President-elect.

Section 3 – The officers and directors, so elected, together with the immediate Past President shall constitute the Board. Within one week after his/her election, the President-elect shall appoint some member of the club to act as sergeant-at-arms.

Section 4 – A vacancy in the Board or any office shall be filled by action of the remaining Directors.

Section 5 – A vacancy in the position of any officer-elect or Director-elect shall be filled by action of the remaining Board-elect.

Article IV

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 pertains to the office of President. The President shall have a direct management relationship with the two Vice Presidents and the Chair of the Rotary Foundation Committee, and may appoint a Chair of the Grants Subcommittee.

Section 2 – 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. The President-elect shall convene the Strategic Planning Committee to update/revise the strategic plan document of the club.

Section 3 – 2 Vice-Presidents.

3.1 - Vice President for Club Administration. It shall be the duty of the Vice President for Club Administration to serve as the Chair of the Club Administration Committee that shall include the following entities: Treasurer, Secretary, and the Directors serving as Chairs of the Club Service, Fundraising, Membership, and Public Relations and Communications committees. It shall be the duty of the Vice President for Club Administration 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.

3.2 - Vice President for Service Projects. It shall be the duty of the Vice President for Service Projects to serve as the Chair of the Service Projects Committee; this committee shall develop and implement educational, humanitarian, and vocational projects that address the needs in our community and communities in other countries. The Service Projects committee shall include the Directors serving as Chairs of the following committees; Community Service, International Service, New Generations Service, and Vocational Service. In the event that the Vice President for Club Administration is unable to preside at meetings of the club and the Board in the absence of the President then the Vice President for Service Projects shall do so.

Section 4 – 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 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for 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. The club may hire an executive management service to support the administration of these requirements.

Section 5 – Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the club monthly and annually and at any other time upon demand by the Board, including financial statements

for any club fundraiser(s), and to perform other duties as pertains to the office of Treasurer. The Treasurer shall implement and track the Club Budget approved by the Board at the beginning of the Rotary year. 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 6 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be to keep the order and communication moving at the weekly meetings in an efficient manner, and as such are usually prescribed for such office and other duties as may be prescribed by the president or the Board. The Sergeant-at-Arms is not a voting member of the Board, and is not required to attend Board meetings unless that person also holds a Director position.

Article V

Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the second Thursday of December in each year, at which time the election of officers and Directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Thursday at 7:15 a.m. 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 online E-club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2. The club under the direction of the Board may revoke the membership of a member if the member does not attain the 60% attendance standard.

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 on the first Tuesday of each month. 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.

Article VI

Fees and Dues

Section 1 – The admission fee shall be determined from time to time by the Board, and as recorded in the minutes of the Board, to be paid on or before the date of induction into membership, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues shall be as determined from time to time by the Board, and as recorded in the minutes of the Board per annum, payable semiannually on the 15th of June, and the 15th of December, with the understanding that a portion of each semiannual payment shall be applied to each member’s subscription to the RI official magazine. Any member whose dues payment is not received, but who has committed to continue their membership, but who later resigns, shall be billed for the unrecoverable dues paid on their behalf to the club’s Rotary District, RI, the meeting venue or other entity.

Article VII

Method of Voting

The business of this club shall be transacted by *viva voce* (voice) 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.

Article XIII

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

Article IX

Committees

Section 1 - Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. 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 are appointed as follows:

Section 2- Under the direction of the Vice President for Club Administration is the following standing committees and subcommittees:

2.1 - The Club Service Committee.

(2.1.1) The Attendance Subcommittee.

(2.1.2) The Fellowship Subcommittee

(2.1.3) The Programs Subcommittee

(2.1.4) The Sunshine Committee

2.2 - The Fundraising Committee.

2.3 - The Membership Committee.

2.4 - The Public Relations and Communications Committee:

Sections 3 - Under the direction of the Vice President for Service Projects are the following committees and subcommittees:

3.1 - The Community Service Committee

3.2 - The International Service Committee

3.3 - The New Generations Service Committee

3.4 - The Vocational Service Committee

Section 4- The Rotary Foundation Committee

Section 5- General provisions:

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

5.2 - 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.

5.3 - 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 X

Duties of Committees

Section 1- 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 to appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, International Service, and New Generations Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, an itemized budget approved by the Board-elect or, if after June 30, the Board, 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, goals, and plans for presentation to the Board in advance of the commencement of the year as noted above.

Section 2- Under the direction of the Vice President for Club Administration the duties of the following standing committees and subcommittees are:

2.1 -The Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the Members in discharging their responsibilities in matters relating to Club Service. The chair of the Club Service Committee shall be responsible for regular meetings of the committee and shall report to the Board on all Club Service activities.

(2.1.1) The Attendance Subcommittee. This committee shall devise means for encouraging attendance at all Rotary meetings - including attendance at district conferences, inter-city meetings, regional conferences, and International Conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and makeup attendance at regular meetings of other clubs, as well as E-club makeups, 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.

(2.1.2) The Fellowship Subcommittee. This committee shall promote the acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work pursuant to the general objectives of the club as may be assigned by the President or the Board.

(2.1.3) The Programs Subcommittee. This committee shall prepare and arrange the programs for the regular and special meetings of the club.

(2.1.4) The Sunshine Committee. This committee shall communicate the club's sentiments to members who are facing personal or family illnesses, special situations and celebratory occasions.

2.2 - The Fundraising Committee. The Fundraising Committee shall have responsibility for planning and executing the club's annual fundraising event and other such events as may be chosen by the club membership.

2.3 - The Membership Committee. This committee shall consider all proposals for membership from the personal vetting 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. This committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications using the guide to classifications; shall review, where necessary, existing classifications represented in the club; and shall counsel with the Board on all classification problems. This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present the Board the names of suitable persons to fill unfilled classifications.

2.4 - The Public Relations and Communications Committee is to execute an integrated, cohesive plan annually to enhance both internal communication and external communication as outlined in the club's communication plan, generating awareness of Metro's activities and Rotary overall. The areas of responsibility include but are not limited to the public relations (PR) program, website management, electronic communications (aka social media and tech tools) and the newsletter, all of which are overseen by the PR Chairperson and may be delegated to committee members. The PR Chairperson is to work closely with all of the other committee Chairs to secure information on initiatives and projects for publicity purposes, and provide advisement as needed to the committees and the Board. The club may contract professional specialized assistance, or an executive management service, to perform any of these functions.

Section 3 - Under the direction of the Vice President for Service Projects the duties of the following committees and subcommittees are:

3.1 - The Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the Members in discharging their responsibilities in their community relationships, and should refer to the section titled "Basic Principles of Community Service" in the Rotary Code of Policies, and other guidelines as may be developed by the committee for the operation of the committee. The Chair of this committee shall be responsible for the Community Service activities of the club and shall supervise and coordinate the work of any sub-committees that may be appointed on particular phases of Community Service.

3.2 - The International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the Members in discharging their responsibilities in matters relating to International Service including those as described in the Basic Principles of International Service in the Rotary Code of Policies. The Chair of this committee shall be responsible for the International Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of International Service.

3.3 - New Generations Service Committee. To perpetuate a healthy environment for young people in Hawaii, this committee shall focus on establishing relationships with the schools in our geographic area, from pre-school through high school. On behalf of the club sponsor Rotary youth programs such as New Generations Service, Rotaract, Interact, etc.

3.4 - The Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the Members in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations, and should refer to the section titled "Basic Principles of Vocational Service" in the Rotary Code of Policies, and other guidelines as may be developed by the committee for the operation of the committee. The Chair of this committee shall be responsible for the Vocational Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

Section 4 - Under the direction of the President the duties of the following committee and sub committee are:

4.1 - The Rotary Foundation Committee. This committee shall devise and carry into effect plans which will guide and assist the Members in discharging their responsibilities in support of the Rotary Foundation. The structure of the committee should address the goals and activities of the club. The club may wish to base The Rotary Foundation committee's structure on the district level, combining or deleting subcommittees as appropriate. The club Rotary Foundation committee may supervise the following subcommittees: a) Annual Giving; b) Permanent Fund; c) RI or District Scholarships; d) Group Study Exchange; e) Grants; and f) PolioPlus.

4.2 - The Grants Subcommittee. This committee shall be familiar with grants opportunities to support club service projects, particularly those provided by The Rotary Foundation, and shall consult with district grants advisors as necessary to understand the schedules for applying for grants, and the details of grants applications in order to properly advise the members of the service projects. This committee shall attempt to be aware of other grants opportunities that may be used to advance club service programs.

Article XI

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. 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 or E-club, the excused member must be recorded as absent.

Article XII Finances

Section 1 - The Treasurer shall conduct all club fiduciary responsibilities in accordance with R.I directives including, but not limited to the Club Treasurer's Manual, and the Rotary Code of Policies.

Section 2 – Within sixty (60) days of the beginning of the 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 for club operations and one for charitable/service operations.

Section 3 – 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 4 – All bills shall be paid by the Treasurer or other authorized officer only when approved by two other officers or directors. 2 signatures are required on all checks issued. Other signers shall include the President, President-elect and Secretary.

Section 5 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 6 – 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 7 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. 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.

Article XIII

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 provided the potential member provides written proof from the previous club that all debts have been paid. 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 initially 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 to approve, 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 to permit his or her name and proposed classification to be published to the club. The Club Secretary will then publish the name and classification of the prospective member 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 the information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

Section 6 - If the decision of the Board is to initially disapprove, or if an active member objects following publication of the prospective member's name and classification, the proposing member(s) may request to have the disapproval reviewed at the next Board meeting, or at a special meeting called by the President. The active member(s) proposing the new member in question and the objecting member(s) may request to provide relevant information in person or by written statement at such a meeting. If then approved despite the objection, the prospective member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership. If the decision of the Board remains to disapprove the proposer(s) and prospective member shall be so notified.

Section 7 – 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 and/or committee.

Section 8 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board or a club member.

Section 9 - The club's Constitution allows for arbitration or mediation should a dispute arise in the election of members. Only the proposing active member(s) may request the matter be mediated or arbitrated. The arbitration or mediation committee, consisting of at least one of the club's Past Governors, at least 2 club Past Presidents, the Vice President for Club Administration, and the club Membership Director shall inquire objectively into the circumstances of the complaint and provide recommended outcome to the board. If

mediated the committee shall attempt to resolve all parties to reach agreement. If arbitrated the committee's decision shall be accepted by all parties.

Article XIV

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 XV

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 XVI

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 have been sent to each member at least ten (10) days before such meeting. 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.