

**Amended and Restated Bylaws
of the
Rotary Club of Savannah South, Inc.
(As amended February 2, 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. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of up to ten (10) members of this club, namely, the president, president-elect, president-nominee, secretary, treasurer, sergeant at arms, and the immediate past president along with up to three (3) directors elected in accordance with article 3, section 1, of these bylaws.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the nominating committee comprised of the current president as chairman, the immediate past president, and the President-Elect of the club shall make nominations for president-elect, president-nominee, secretary, treasurer, sergeant at arms, and up to three (3) directors. Nominees for president-elect must be current members of the incumbent board of directors of the club. 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 president-elect, president-nominee, secretary, treasurer and sergeant at arms receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president-elect elected in such balloting shall serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board.

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 pertains to the office of president. The duties of the President shall include the following:

- a) Lead the Club
- b) Set broad based expectations for club members for the year
- c) Plan and preside at club meetings
- d) Appoint administrative committee chairs
- e) Handle correspondence on a timely basis
- f) Plan and preside at Board meetings
- g) Cooperate with the District Governor (DG) in various matters
- h) Attend District Assembly & Seminar
- i) Attend District Conference and ensure Club representation
- j) Conduct periodic review of all committee activities
- k) Promote attendance and ensure representation at RI Convention
- l) Submit comprehensive annual report to the Club in June
- m) Assure smooth transition for incoming officers and board

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 duties of the President-elect shall include the following:

- a) Supervise the creation of a budget for the upcoming year
- b) Organize and direct all Club fund raising activities
- c) Attend all Board Meetings
- d) Attend District President Elect Training Seminar (PETS)
- e) Attend District Assembly & Seminar
- f) Attend District Conference
- g) Preside at Club meetings in the absence of the President
- h) Prepare for the coming year
- i) Attend the RI Convention
- j) Work with Successor to ensure smooth transition

Section 3 –President-Nominee. It shall be the duty of the president-nominee to preside at meetings of the club and the board in the absence of the president and president elect, and to perform other duties as ordinarily pertain to the office of president-nominee, including the following:

- a) Organize the four Service Committees and interact with them to

- ensure goals are achieved
- b) Establish objectives for each Service Committee
- c) Represent the Service Committees on the Board
- d) Attend all Board meetings
- e) Attend the District Presidents Elect Training Seminar (PETS)
- f) Attend District Assembly & Seminar
- g) Attend the District Conference
- h) Work with Successor to ensure smooth administrator

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, and prorated reports on 1 October and 1 April of each active member who has 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, including the following:

- a) Maintain records of Club and Board meetings
- b) Maintain accurate roster on a timely basis in both Club and District databases
- c) Report to District and RI as required
- d) Chair the Bulletin/Newsletter Committee
- e) Attend all board meetings
- f) Attend District Assembly & Seminar
- g) Attend the District Conference
- h) Work with Successor to ensure smooth transition

With approval of the Board, the Secretary may delegate some of the above duties to the club administrative assistant.

Section 5 – 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 pertains 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. The duties of the Treasurer shall include the following:

- a) Maintain the Club's financial records
- b) Manage all transactions
- c) Prepare monthly financial reports
- d) Prepare year end financial report in June
- e) Assist President-elect in developing budget
- f) Maintain custody of funds

- g) Attend all board meetings
- h) Attend the District Assembly & Seminar
- i) Attend the District Conference
- j) Work with successor to ensure smooth transition

With approval of the Board, the Treasurer may delegate some of the above duties to the club administrative assistant.

Section 6 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board, including the following:

- a) Ensure smoothly run meetings
- b) Assign meeting duties to members and ensure those positions are filled at each meeting
- c) Maintain the badges and meeting supplies, including banners and make sure the meeting hall is set up properly
- d) Handle the cash accounting sheet at the meetings
- e) Monitor attendance and chair the attendance committee
- f) Attend all Board Meetings
- g) Attend District Assembly & Seminar
- h) Attend the District Conference
- i) Work with Successor to ensure smooth transition

With approval of the Board, the Sergeant at Arms may delegate some of the above duties to the club administrative assistant.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the second Tuesday in 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 Tuesdays at 12:30 p.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 article 8, sections 3 and 4 of the Constitution of the Rotary Club of Savannah South, Inc.) 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 Constitution of the Rotary Club of Savannah South, Inc, article 8, 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 on a day certain of each month to be determined each year by the newly elected board prior to July 1 (the date on which they take office). 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 board members shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The initiation fee for a proposed member shall be \$ 100.00 to be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be \$ 840.00 per annum, payable quarterly on the 1st day of July, October, January and April, with the understanding that from each quarterly payment 1/4 of the annual subscription rate for The Rotarian magazine shall be applied to each member's subscription.

Section 3 – Dues may be changed at any time in accordance with Article 15.

Article 7 Method of Voting

The business of this club shall be transacted by viva voce vote except the election of officers and directors where there is more than one nominee for such office, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by viva voce vote.

Article 8 Committees

Club committees are charged with carrying out the annual and long-range goals of the club. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. The board shall set expectations for the committees and on a quarterly basis monitor performance versus plan once the committees develop their plans.

When feasible and practicable in the appointment of club committees, there should be provisions 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 year term. The president is responsible for appointing committee members to fill vacancies, appointing committee chairs from the members of the board 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 and that each committee have no less than two (2) additional members. Standing committees shall be appointed as follows:

Section 1 - Club Service:

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 chairperson of this committee shall be responsible for regular meetings of the committee and shall report to the board all club service activities. Additional committees specific to particular phases of club service may be appointed (but are not limited to) for Membership Recruitment, Rotarian Development, Program and Public Relations. These committees are appointed by the president subject to board approval.

Section 2 - Community Service:

This committee shall devise and carry into effect plans that will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairperson of this committee shall be responsible for the community service activities of this club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

Section 3 - International Service:

This committee shall devise and carry into effect plans that will guide and assist the members of this club in discharging their responsibilities in matters relating to International Service. The chairperson 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.

Section 4 - Vocational Service:

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 chairperson of this committee shall be responsible for the vocational services 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 5 - The Rotary Foundation

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

Section 6 - Additional Committees:

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be an ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact such 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 chairperson 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 9 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 make reference to appropriate RI materials. The president and the board will consider vocational service, community service, club service and international service avenues when developing plans for the year.

Section 2: 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, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 10 Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

Article 11 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 to club operations and one in respect to 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 shall be paid by the treasurer or other authorized officer only when approved by any two officers, said approval being memorialized by an executed voucher for each approved expenditure.

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 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from 1 July through 30 September; from 1 October through 31 December, from 1 January through March 31 and 1 April through 30 June. The payment of per capita dues and Rotary International magazine subscriptions shall be made quarterly upon receipt of invoices each year on the basis of the membership of the club on those dates.

Section 7 - Policy concerning Payment of Dues and Other Charges. A statement of dues and other charges owed to the club shall be mailed to each member at his/her last known address or delivered by hand at club meetings. The statement shall state the date upon which payment is due and shall state the date after which payment is delinquent. A delinquent charge may be assessed by the board. If a member has not paid his or her dues in full by the delinquent date, a reminder statement shall be mailed or given to such member requesting that

payment in full be made within fifteen (15) days. If a member is still delinquent after the fifteen day period has elapsed, the member shall be mailed or delivered a notice that states that if payment in full is not received within ten (10) days that the member's membership shall be terminated. If payment in full is not received for the account of such delinquent member after the ten (10) day deadline, then such member's membership shall automatically be terminated and the member shall be so advised by the Secretary. The Board, in its discretion, may consider any special requests by a club member concerning payment of dues which constitute an exception to the above policy; provided that such special request is made in advance of such member's termination.

Article 12 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club or by the membership recruitment committee, 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 constitution of the Rotary Club of Savannah South, Inc.

Section 3 – The new member proposal shall follow the procedure adopted by the Club, a copy of which is attached to these By-laws, which may be hanged from time to time by the board.

Section 4 – Honorary Members. The name of a proposed candidate for Honorary memberships shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth herein above and proceed to ballot on the proposed member. If the ballot results in no more than one (1) negative vote on the proposed member at such regular or special meeting, the proposed Honorary member shall be considered duly elected.

Article 13 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 14 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 15 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 mailed 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 Constitution of the Rotary Club of Savannah South, Inc. and with the Constitution and Bylaws of RI.

Amended by the Board of Directors and the members of the Rotary Club of Savannah South, Inc., this 2nd day of February, 2010.

ATTEST:

_____(L.S.)
Leland Hyer, Secretary

_____(L.S.)
Kathleen Price, President