

BYLAWS OF THE ROTARY CLUB OF HILLSBORO, OREGON

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. Quorum: One-third of the Club membership; a majority of directors of the Board.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on July 1st.

Article 2 – BOARD

2.1 Board Make-up

The governing body of this Club shall be the Board of directors, consisting of 13 members of this Club, namely, 7 Directors, the President, the President-Elect, Vice-President, Secretary, Treasurer, and the Immediate Past President.

2.2 Term of Office

The length of elected term of office for director shall be three years. No director elected to a three year term shall be eligible for re-election to the Board of directors in the year his or her term as director expires. Notwithstanding directors may be elected to an office during, or immediately following their term as director, through the process provided in Article 3.

Article 3 – ELECTION OF DIRECTORS AND OFFICERS

3.1 Nominating Committee Make-up

There shall be a nominating committee consisting of the three most immediate past Presidents who are members of the Club, the current President, and the President-Elect.

3.2 Nominating Process

- 3.2 a)** The nominating committee will develop a slate of nominees to fill vacancies.
- 3.2 b)** The slate will be approved by the Board and then presented by the nominating committee to the membership one month prior to the elections.
- 3.2 c)** The presiding officer shall ask if there are additional nominations by members of the Club for officers and directors during that meeting.
- 3.2 d)** The candidate for each position receiving a majority of the votes shall be declared elected to that office.

3.2 Secretary, Treasurer and Sergeant-at-Arms

- 3.3 a)** Following the annual meeting, the current Board officers will meet to elect or re-elect the Club Secretary, Treasurer, and Sergeant-at-Arms.
- 3.3 b)** The Secretary and the Treasurer shall be ex-officio voting members of the Board.
- 3.3 c)** Sergeant-at-Arms is eligible to be voted in as a director to the Board in the same manner as any other member of the Club.

3.4 Board and Officer Vacancies

Mid-term vacancies in the Board of directors, or any office, shall be filled by appointment by action of the remaining members of the Board.

3.5 Term of Office

President – 1 year

President-Elect – 1 year

Vice-President – 1 year

Secretary – 1 year

Sergeant-at-Arms – 1 year

Treasurer – 1 year

Article 4 – DUTIES OF OFFICERS

4.1 Club President

It shall be the duty of the President to preside at meetings of the Club, the Board, and to perform other duties assigned by the Board.

4.2 President-Elect

The President-Elect shall prepare for their year in office, serve on the Board, preside at Club and Board meetings in the absence of the President and perform other duties assigned by the Board.

4.3 Vice-President

The Vice-President serves on the Board, presides at meetings of the Club and Board in the absence of the President and President-Elect, and perform other duties as assigned by the Board.

4.4 Secretary

The Secretary shall keep all membership and attendance records.

4.5 Treasurer

The Treasurer shall oversee all funds and provide at least annual accounting of these funds.

4.6 Sergeant-at-Arms

The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the President or the Board.

4.7 Directors

Directors shall attend Club and Board meetings, develop policies and procedures for the Club, and perform other duties as assigned by the Board.

Article 5 – MEETINGS

5.1 Annual Meeting

An annual meeting will be held no later than December 31, at which time the election of officers and directors to serve for the ensuing year shall take place.

5.2 Regular Club Meetings

The regular weekly meetings of Hillsboro Rotary will be Thursdays at noon. Every effort will be made to notify members of changes or cancellations of the regular meeting.

5.3 Board Meetings

Regular monthly meetings of the Board shall be held on a day, time and location specified by the President. Special meetings of the Board shall be called with reasonable notice by the President or upon the request of two directors.

Article 6 – FEES AND DUES

6.1 Initiation Fees

An initiation fee to account for the administration functions and new member packets is established by the Board and will be paid before the applicant can qualify as a member.

6.2 Dues

The membership dues are established by the Board on a per annum basis, payable semiannually, with the understanding that in determining the amount of the semi-annual dues, will be the cost for each member's subscription to *THE ROTARIAN* magazine and district and RI requirements.

Article 7 – METHOD OF VOTING

The business of this Club will be transacted by *viva voce* vote except the election of officers and directors, which will be by ballot.

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 Youth Service. This Club will be active in each of the Avenues of Service.

Article 9 - COMMITTEES

9.1 Club committees are charged with carrying out the annual and long-range goals of the Club based on the four Avenues of Service. Standing committees should be appointed as follows:

Membership	Service Projects
Public Relations	Rotary Foundation
Administration	

9.2 Additional committees may be appointed as needed to better fulfill the functions of the standing committees or to perform additional functions.

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

9.4 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. 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 – BUDGET

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.

Article 11 – METHOD OF ELECTING NEW MEMBERS

11.1 The name of a prospective member shall be provided to the Board. 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.

11.2 The Board shall ensure that the candidate meets all of Rotary's membership requirements.

11.3 The Board shall approve or reject the proposal within 30 days of its submission and shall notify the proposer of its decision.

11.4 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.

11.5 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. If an objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

11.6 The Club may elect, in accordance with the standard Rotary Club constitution, honorary members proposed by the Board.

Article 12 – RESOLUTIONS

The Club shall not consider any resolution or motion to commit the Club on any matter until it is considered by the Board. Such resolutions or motions, if offered at a Club meeting,

shall be referred to the Board without discussion

Article 13 – INTERPRETATION

Throughout these bylaws, the terminology “mail,” “mailing” and “ballot-by-mail” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 14 – AMENDMENTS

These bylaws may be amended at any regular meeting, a quorum being present provided that notice of such proposed amendment shall have been delivered or 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 Club constitution and with the constitution and bylaws of RI.