**Article I - Definitions**

1. Club: The Rotary Club of Lynnwood, Washington.

2. Board: The Board of Directors of this Club ­consisting of Officers and Directors.

3. Officers: Five Club Members serving in elected capacity for one-year terms as President, President-Elect, Vice-President, Secretary and Treasurer as well as the Immediate Past President.

4. Directors: Club Members responsible for one of the Avenues of Service.

5. Avenues of Service: See Article 8.

6. Club Member: A member, other than an Honorary Member, of this Club.

7. RI: Rotary International.

8. Rotary Year: The twelve-month period that begins on 1 July.

9. Standing Committee: A permanent committee established to address an ongoing Club function.

10. Ad Hoc Committee: A temporary committee established to address a directive of the Board.

11. Honorary Member: See Article 13, Section 7.

**Article 2 - Board**

The governing body of this Club shall be the Board of eleven members of this Club consisting of:

1. Five elected Officers for one-year terms in the positions of President, President-Elect, Vice-President, Secretary and Treasurer;

2. The Immediate Past President; and

3. Five Directors representing the Avenues of Service appointed by the current President with the approval of the other elected Officers.

**Article 3 - Election of Officers**

Section 1. The Nominating Committee shall present a slate of nominees for Officers for the following Rotary year to the Board as provided in Article 10, Section 2

Section 2. The election of Officers for the following Rotary year shall occur at the Annual Club Meeting. Under Article 5, Section 1, such meeting shall occur not later than the thirty-first day of December.

Section 3. At two regular meetings prior to the Annual Meeting, the nominating committee shall present the nominees for Officers for the following Rotary year and shall also ask for nominations from the floor. The nominations duly made shall be voted on at the Annual Meeting viva voce as stated in this Club's Bylaws, Article 7 method of voting. The candidates for President, President-Elect, Vice-President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices and shall assume office on the 1st day of July.

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

**Article 4 - Duties of Officers & Directors**

Section 1. President: The President shall preside at meetings of the Club and the Board, perform duties required by these Bylaws, and perform other duties as ordinarily pertain to the office of President.

Section 2. President-Elect: The President-Elect shall preside over Club Meetings in the absence of the President, perform duties required by these Bylaws, duties as ordinarily pertain to the office of President-Elect and other duties as may be prescribed by the President or the Board.

Section 3. Vice-President: The Vice-President shall perform duties required by these Bylaws, duties as ordinarily pertain to the office of Vice-President and other duties as may be prescribed by the President or the Board.

Section 4. Secretary: The Secretary shall 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.

Section 5. Treasurer: The Treasurer shall 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 Treasurer shall not concurrently serve as Treasurer for the Lynnwood Rotary Community Foundation (LRCF) nor shall the Treasurer serve on the Club Board in any other capacity.

Section 6. Immediate Past President: The Immediate Past President shall perform duties required by these Bylaws and other duties as may be prescribed by the President or the Board.

Section 7. Director: Each Director shall be responsible for his/her assigned Avenue of Service and shall coordinate the work of the committees which have been assigned to their Avenue of Service by the Board. Directors shall also develop and implement a comprehensive plan to carry out the annual and long-range goals of the Club based upon RI's Avenue of Service directives.

**Article 5 - Meetings**

Section 1. Annual Meeting: An Annual Meeting of this Club shall be held not later than the thirty-first day of December in each year, at which time the election of Officers to serve for the ensuing year shall take place.

Section 2. The regular weekly meetings of this Club shall be held on Thursday at

12:00 noon. 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 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 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 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 not less than monthly on a schedule published by the President at the commencement of his/her term. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 5. A majority of the Board shall constitute a quorum of the Board.

**Article 6 - Fees and Dues**

Section 1. The admission fee shall be established by the Board. The admission fee and dues shall be paid before a new member is inducted.

Section 2. The amount and manner of payment of membership dues and other costs shall be established by the Board. Any change to membership dues must be approved by the Board of Directors at least 90 days prior to the next due date, with the understanding that a portion of the payment shall be applied to each member’s subscription to the RI official magazine.

**Article 7 - Method of Voting**

The business of this Club shall be transacted by viva voce vote except when determined by the Board that voting by ballot is needed.Viva vocevote is defined as when Club voting is conducted by vocal assent.

**Article 8 - Five Avenues of Service**

Section 1. 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 Youth Service. This Club will be active in each of the five Avenues of Service.

Section 2. Club Service, the first Avenue of Service, involves action a member should take within this Club to help it function successfully.

Section 3. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary’s principles.

Section 4. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this Club’s locality or municipality.

Section 5. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all Club activities and projects designed to help people in other lands.

Section 6. Youth Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

**Article 9 - 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 conducting planning meetings prior to the start of the year in office. It is recommended that Committee Chairs have previous experience as a member of their committee.

Section 2. 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.

Section 3. 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.

Section 4. The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 5. 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.

Section 6. 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 an assigned Avenue of Service Director on all committee activities.

**Article 10 - Standing and Ad Hoc Committees**

Section 1. Executive Committee: The five elected members of the Board and the Immediate Past President shall constitute the Executive Committee. It shall be the responsibility of the Executive Committee to make decisions on behalf of the Board in an emergency.

Section 2. Nominating Committee: The President shall, no later than September 1st, appoint a Nominating Committee consisting of the Immediate Past President, the President-Elect, and two or more Club Members not serving on the Board. The Nominating Committee shall determine a slate of nominees for the offices of President, President-Elect, Vice-President, Secretary, and Treasurer. The slate of nominees shall be presented for approval to the Board at the November Board meeting. Unless otherwise determined by the Board, this committee reports to the President.

Section 3. Fundraising Committee: This committee may be Co-Chaired by the President-elect and Vice-President and is responsible for overseeing the approved Club activities to raise money to support local and international service projects. Unless otherwise determined by the Board, this committee reports to the President-Elect.

Section 4. Grants and Scholarships: This committee will be composed of the committee Chair and not less than six (6) additional Club Members. When requested to do so by the Board, this committee is responsible for recommending to the Board individual and organizational recipients for grants and scholarships. Unless otherwise determined by the Board, this committee reports to the Vocational Service Director.

Section 5. Membership: This committee should develop and implement a comprehensive plan for the recruitment and retention of members. Unless otherwise determined by the Board, this committee reports to the Club Service Director.

Section 6. 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. Unless otherwise determined by the Board, this committee reports to the President.

Section 7. Rotary Foundation: This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. This committee is also responsible to meet all RI and Rotary District 5030 contribution requirements for full funding of local and global grants. Unless otherwise determined by the Board, this committee reports to the International Service Director.

Section 8. Additional ad hoc committees may be appointed by the Board as needed. Ad hoc committees shall report to an assigned Avenue of Service Director.

**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 a specified length of time up to one year. Leave of absence for medical reasons may be renewed.

**Article 12 - Finances**

Section 1. In July of each Rotary Year, the Board shall approve a budget of estimated income and expenditures for Club operations and service projects for that Rotary Year. Such budget shall stand as the limit of expenditures, unless otherwise ordered by action of the Board.

Section 2. The Treasurer, or their designee, shall deposit all Club funds in accounts authorized by the Board. Separate accounts shall be maintained for Club operations funds and service projects funds. The Immediate Past President, President and President-Elect shall be the authorized signers for all Club bank accounts.

Section 3. Any request for payment of Club operations funds or service projects funds shall be in written form and shall be accompanied by invoice, receipt or other supporting documentation. All requests for Club funds shall be approved by at least one Officer and one Director. Any request for funds exceeding the budget for that Rotary year shall be approved by the Board.

Section 4. A thorough review of all financial transactions by a Board designated audit committee shall be made once each year.

Section 5. For the safe custody of the funds of the Club, the Treasurer and all authorized signers on all Club accounts will be covered by an insurance policy or bond as required by the Board. The cost of the insurance policy or bond shall be borne by the Club.

Section 6. The fiscal year of this Club is the Rotary year defined as 1 July to 30 June. The payment of RI per capita dues and RI official magazine subscriptions shall be made on or about 1 July and 1 January of each year on the basis of the membership of the Club on those dates. Payment of Rotary District 5030 dues is based upon the 1 July reported membership of the Club.

Section 7. To facilitate planning and certainty for expenditures on service projects budget items, all service project funds raised during any given Rotary Year shall not be expended until the following Rotary Year. This requirement may be waived by a majority vote of the Board.

**Article 13 - Method of Electing Members**

Section 1. The name of a prospective member, proposed by a Club Member, shall be submitted to the Board in writing, through the Membership Chair. 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 Membership Chair 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 thirty days of its submission, and shall notify the proposer, through the Membership Chair, of its decision.

Section 4. Upon approval by the Board, the prospective member shall sign the membership proposal form and permit his or her name and proposed classification to be published to the Club.

Section 5. Once approved by the Board, the new member application shall be published for review by Club Members and announced at two consecutive Club meetings. If no written objection to the prospective member, stating reasons, is received by the Board from any Club Member within seven days following ­the two-week publication period, the prospective member shall, upon payment of the admission fee and dues, be elected to membership. If any such 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 and dues, shall be elected to membership.

Section 6. Following election to membership, the prospective member shall participate in an orientation outlining the history of this Club, be informed of the purposes of Rotary and of the privileges and responsibilities of membership. The Membership Chair shall arrange for the new member's induction and new member Rotary literature. In addition, the Secretary will report the new member information to RI and the Membership Chair will assign a Club Member to assist with the new member's assimilation to the Club as well as assign the new member to a Club project or function.

Section 7. Honorary Membership: Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary’s cause may be elected as Honorary Members. The term of such membership shall be determined by the Board. Honorary Members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the Club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of the Club.

**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**

1. Meeting called to order.

2. Introduction of visitors.

3. Correspondence, announcements and Rotary Information.

4. Committee reports if any.

5. Any unfinished business.

6. Any new business.

7. Address or other program features.

8. Adjournment.

**Article 16 - Amendments**

These Bylaws may be amended by the Board of Directors upon a vote of not less than two-thirds of the entire Board membership. These Bylaws may also be amended, or any amendment passed upon by the Board of Directors vetoed by the general membership, at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendments or motion to veto Board action shall have been distributed to each member at least ten days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Club Constitution and the Constitution and Bylaws of Rotary International.

**Article 17. Rules of Order**

*Roberts Rules of Order, Newly Revised*, shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and Bylaws of the Club.