

**ROTARY CLUB OF AUGUSTA
CONSTITUTION AND BYLAWS
ADOPTED DECEMBER 4, 2023**

Article 1 Name

The name of this club shall be the ROTARY CLUB OF AUGUSTA (the “Club”).

Article 2 Board

The governing body of this Club shall be the board (the “Board”) consisting of the President, President-elect/Treasurer, President-elect nominee/Secretary, and the immediate past President (collectively, the “Officers”), as well as up to seven (7) Directors elected in accordance with Article 3, Section 1, of this Constitution and Bylaws (“Directors”).

Article 3 Election of Directors and Officers

Section 1 - At a regular meeting of the Members at least two weeks 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, President-elect-nominee, and seven Directors for the upcoming year. The nominations duly made shall be voted for at the annual meeting. The candidates for President-elect and for President-elect nominee receiving a majority of the votes shall be declared elected to their respective offices. The seven candidates for the Director positions receiving the most votes for Director shall be declared elected as Directors. The Officers and Directors so elected shall assume office and the President-elect shall assume the office of President on the first day of July immediately following that year. In the event of a tie vote for any of the positions described above, the winner shall be decided by the flip of a coin. Notwithstanding the foregoing, should there be less than seven candidates for Director, then those candidates shall be named Director and the Board shall function with that number of Directors for the year.

Section 2 - The Officers and Directors so elected or declared, together with the immediate past President, shall constitute the Board for the year. The Board year shall run from July 1 until June 30 of the following year.

Section 3 - Within one week after his or her election, the President shall appoint some Member of the Club to act as sergeant-at-arms, whose duties shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board. The sergeant-at-arms shall not be an Officer or Director.

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

Section 5 – Term limits.

- (a) The election of a Director shall be for a term of one (1) year. Beginning on July 1, 2024, and thereafter, no person shall serve as a Director for more than five (5) consecutive one-year terms without then either being elected as an Officer or else standing down from the Board for at least one (1) year. For purposes of this provision, no term of service by a Director prior to July 1, 2024, shall be counted towards this five consecutive one-year term limit.
- (b) This Section shall not prevent any Director who, having served a full five consecutive one-year terms as Director and then sitting out a year, from then running for and serving additional five one-year consecutive terms. Furthermore, this provision shall not prevent any Director who, having served a full five consecutive one-year terms as Director, from then being elected as an Officer.
- (c) This Section shall not prevent any Officer who, having completed a term of said office, from being elected a Director in the year following the Officer's term of office and thereafter being subject to the limitations otherwise set forth herein.

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 pertain to the office of President. The President is authorized to create ad hoc committees as the President deems fit in order to carry out the business and purposes of the Club.

Section 2 - President-elect/Treasurer. It shall be the duty of the President-elect to serve as a Board member and to perform such duties as may be prescribed by the President or the Board. This office shall be combined with that of Treasurer (whose duties are set forth more fully below), unless at the election of the Board the duties of Treasurer are assigned to a different Board member.

Section 3 – President-elect nominee/Secretary. It shall be the duty of the President-elect nominee to serve as a Board member and to perform such duties as may be prescribed by the President or the Board. This office shall be combined with that of Secretary (whose duties are set forth more fully below), unless at the election of the Board the duties of Secretary are assigned to a different Board member.

Section 4 - Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for them to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertain 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.

Section 5 – 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; prepare financial or other reports as directed by the President or Board; record and preserve the minutes of such meetings; report as required to Rotary International ("RI") and the District in which this Club sits ("District"); and perform such other services as required by the President or the Board. Should the Club engage the services or assistance of an executive secretary who is not a member of the Club, the Secretary shall coordinate with the executive secretary to ensure that the secretarial functions of the Club are carried out in accordance with the direction of the President and Board.

Article 5 Meetings

Section 1 - Annual Meeting. An annual meeting of this Club shall be held on a date and at a time and place specified by the Board.

Section 2 - The regular weekly meetings of this Club shall be held on Mondays at 12:15 p.m., unless otherwise prescribed by the Board. Due notice of any changes in or canceling of the regular meeting shall be given to all Members of the Club.

Section 3 - One-third of the Membership shall constitute a quorum at the annual and regular meetings of the Club.

Section 4 - Regular meetings of the Board shall be held monthly unless otherwise prescribed by the Board. Special meetings of the Board may be called by the President whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given. All regular or special meetings may, at the election of the President, be held by remote methods (such as Zoom or other technology) in lieu of in-person meetings.

Section 5 - A majority of the Directors and Officers shall constitute a quorum of the Board.

Article 6 Dues

The Membership dues shall be established by the Board, payable quarterly.

Article 7 Method of Voting

The business of this Club shall be transacted by voice vote unless otherwise specified by the Board. Notwithstanding the foregoing, the election of Officers and Directors shall be by anonymous written ballot and the results shall be tabulated by the Secretary.

Article 8 Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, and International Service. This Club will be active in each of the four Avenues of Service.

Article 9 Committees

The President shall, subject to the approval of the Board, appoint committees and committee chairpersons to carry out the Four Avenues of Service; the committees specified in Article 10 below; as well as committees on particular phases of club service, vocational service, community service, and international service as deemed necessary or appropriate by the President and the Board. The President shall be ex officio a Member of all committees and, as such, shall have all the privileges of Membership thereof. The President shall also have the authority to name one or more Board members as ex officio members of each committee with all the privileges of Membership thereof. Notwithstanding anything to the contrary, committees shall not have the power to expend funds of the Club without prior approval of the President or the Board.

Article 10 Duties of Committees

Section 1 - Classifications Committee. This committee shall review where necessary, existing classifications represented in the Club; and shall counsel with the Board on all classification problems.

Section 2 - Fellowship Activities Committee (“Family of Rotary”). 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.

Section 3 - 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.

Section 4 - Membership Development Committee. This committee shall review continually the club roster and shall take positive action to initiate and present to the Board the names of suitable persons to become members.

Section 5 - Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the Club.

Section 6 - 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 publicity for the Club.

Section 7 - Rotary Information/Orientation Committee. This committee shall inform prospective Members about the privileges and responsibilities of Rotary Club Membership; keep Members informed about the history, object, and activities of Rotary at all levels; and oversee the orientation of new Members during their first year in the Club.

Section 8 – Community/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 their community relationships. The chairman of this committee shall be responsible for the community service activities of the Club and shall supervise and coordinate the work of any committee that may be appointed on particular phases of community service.

Section 9 - International Service/Projects 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 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.

Article 11 Leave of Absence

Section 1 - Upon written application to the Board, setting forth good and sufficient medical or personal cause, leave of absence may be granted by the Board excusing a Member from personally attending the meetings of the Club for a specified length of time.

Section 2 - The Board may, in extenuating medical or personal circumstances, suspend the membership of any Member (the “Hardship Suspension”) for a period of up to four (4) quarters (the “Hardship Period”) upon a finding by the Board that compelling circumstances and an application of the Four Way Test supports such a decision. Should such a Hardship Suspension be granted, the Member’s dues obligation will be temporarily suspended for the length of the Hardship Period until such time as the member can rejoin the Club. Prior to the expiration of the Hardship Period, the Member will then be able to rejoin the Club without the need for being elected again for membership or otherwise being subjected to the procedures called for in Article 13 below. It is understood that the granting of such a suspension is generally disfavored and is not a right or privilege of membership.

Article 12 Finances

Section 1 - The Treasurer shall deposit all funds of the Club in a bank or financial institution to be named by the Board.

Section 2 - All bills shall be paid only by checks signed or approved by the Treasurer or, in the event of the Treasurer's unavailability, by any other Officer. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the Club's financial transactions.

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. The Board may, by majority vote, waive this requirement.

Section 4 - The fiscal year of this Club shall extend from 1 July to 30 June.

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.

Article 13 Method of Electing Members

Section 1 –

- (a) The name of a prospective Member, proposed by an active Member of the Club, shall be submitted to the Board in writing. The Board members shall then give notice to the Board within five (5) business days as to whether they approve or disapprove of electing the prospective Member to membership in the Club.
 - i. In the event the prospective Member is approved by at least two thirds of the Board members, the prospective Member's name shall be submitted to the classification committee for a proposed classification designation.
 - ii. In the event the prospective Member does not obtain acceptance by at least two thirds of the Board members, the prospective Member shall not be deemed to have been elected as a Club Member and the membership proposal process as to that prospective Member shall be deemed terminated.

- (b) Once the prospective Member is approved by the Board as set forth above, and the proposed classification of the prospective Member is determined, the name of the prospective Member and the prospective Member's proposed classification shall then be published to the general Membership for written objections, if any, within ten days following publication.
 - i. Absent any such timely objection, the prospective Member and the proposed classification designation shall be deemed approved by the Club and the prospective Member will be deemed elected as a Club Member.
 - ii. In the event of a timely written objection by a Member of the Club, the question of the prospective Member's election shall be resolved by the Board at the next regularly-scheduled Board Meeting or at a specially-called Board Meeting. In the event of such an objection, the prospective Member and the proposed classification must be approved by at least three quarters of the Board members present and voting while a quorum exists.

- (c) A transferring or former Member of another Club may be proposed to active Membership by the former Club so long as that individual is a member in good standing and not in any financial arrears.

(d) Any proposal for Membership shall be kept confidential except as otherwise provided in this procedure. For purposes of this provision, publication may be done by electronic means or by any other means reasonably calculated to provide notice to Members.

Section 2 - The Board shall ensure that the proposal meets all the classification and membership requirements of the Club constitution.

Section 3 - The Board shall approve or disapprove the proposal within 60 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 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 shall be considered to be elected to Membership.

Section 5 - Following the election, the President shall arrange for the induction of the new Member; the club Secretary shall issue a Membership card and shall report the new Member to RI and the District; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a Member to assist in the assimilation of the new Member.

Section 6 – Failure to strictly meet the deadlines set forth in this Article shall not void the Membership of a new Member who is otherwise approved by the Board and the Members in the manners described herein.

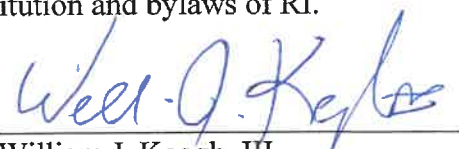
Article 14 Resolutions

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. Notwithstanding the foregoing, the President or Board may create a Resolutions Committee which is empowered to present memorial resolutions and resolutions honoring members or civic leaders in attendance without prior approval by the Board.

Article 15 Amendments

This Constitution and Bylaws may be amended at any regular meeting of the Members, a quorum being present, by a two-thirds vote of all Members present, provided that notice of such proposed amendment shall have been mailed or electronically transmitted to each Member at least ten (10) day before such meeting. No amendment or addition to this Constitution and Bylaws can be made which is not in harmony with the constitution and bylaws of RI.

ADOPTED THIS 4TH DAY OF DECEMBER, 2023



William J. Keogh, III
President, Rotary Club of Augusta