

Rotary Club of Charlotte, North Carolina, Incorporated (Club #6006)

Bylaws (Restated in their Entirety, Effective March 1, 2005)

Article I Constitution

The restated Constitution of the Rotary Club of Charlotte, North Carolina, Incorporated (the “**Club**”) has been adopted contemporaneously with these restated Bylaws. These Bylaws are intended to be in compliance, and consistent, with the Constitution and shall be interrupted accordingly. To the extent that a provision of these Bylaws conflicts with a provision of the Constitution, the provision of the Constitution shall govern. Capitalized terms as used in these Bylaws that are not defined herein shall have the same meanings as set forth in the Constitution. The terms and conditions of the Constitution are hereby incorporated in these Bylaws by reference.

Article II Board of Directors

0.1 **Governing Body.** The governing body of the Club shall be the board of directors (the “**Board**”).

0.2 **Composition.** The Board shall consist of such number of Members of the Club (each a “**Director**”), between ten (10) and twenty (20), as the Board shall determine and fix, from time to time, by resolution. Certain officers of the Club and the immediate past President of the Club shall hold positions as Directors by way of holding, or having held, those offices, with the balance of the Directors to be elected, as such, all as provided in Article III below.

0.3 **Terms.** A Director (other than a referenced officer) ordinarily shall be elected to serve for a two (2) year term. Notwithstanding the foregoing, the Board may establish procedures, from time to time, to classify Directors into two (2) classes of approximately equal size, so that approximately one-half (1/2) of the Directors will be elected every year. In this connection, the Board may provide for the election of Directors to terms of less than two (2) years.

0.4 **Term Limits.** A Director who is serving a two (2) year term shall not be eligible to serve as a Director during the two (2) year period immediately following the end of that term, unless that Director is elected as the President, Vice President/President-Elect, Treasurer or Secretary during the current two (2) year term.

Article III

Election of Directors and Officers

0.1 **Nominating Process.** Nominations of Members to serve as Directors and officers of the Club may be presented to the Members (i) by a nominating committee appointed by the Board, (ii) by Members from the floor or (iii) by either or by both, as the Board may determine. If the Board determines that it is appropriate or advisable to have a nominating committee, such committee shall be established, and its members appointed, by the Board. At a regular meeting of the Members of the Club held at least one (1) month prior to the annual meeting of Members (described in Section 5.1 of Article V), the President shall entertain nominations through the procedure authorized by the Board (a) for the offices of Vice President/President-Elect, Secretary and Treasurer, those Members to serve (for such terms as are prescribed by the Board) following the expiration of their respective predecessor's term and (b) for such additional Members as are necessary to fill all of the Director positions to be elected at the annual meeting of Members, to serve for the terms of those respective positions, as prescribed by the Board.

0.2 **Elections.** Nominations duly made shall be placed on a ballot (or announced at the meeting), in alphabetical order under each office and position, and shall be voted on at the annual meeting of Members. The candidates for Vice President/President-Elect, Secretary and Treasurer receiving a majority of the votes shall be declared elected to their respective offices (and consequently as members of the Board). The candidates for Director receiving a majority of the votes shall be declared elected as Directors.

0.3 **Officer Terms.** The officers declared elected shall serve in their respective offices for a period of one (1) year, commencing on July 1 of the year prescribed by the Board. The Vice President/President-Elect shall serve a two (2) year term as a Director, and the immediate past President shall serve an additional year as a Director, immediately following the expiration of the President's term. The Treasurer and Secretary shall serve one (1) year terms, as Directors.

0.4 **Vice President/President-Elect.** The Vice President/President-Elect elected in such balloting (i) shall serve as President-Elect for the year commencing on the first day of the term of the newly installed President (the immediate past Vice President/President-Elect) and (ii) shall be installed as the President for a one (1) year term, commencing at the end of that newly installed President's term.

0.5 **Sergeant-At-Arms.** As soon as practicable following the annual meeting of Members, the Board (or a committee or officer to which that responsibility is delegated by the Board) shall appoint a Member of the Club to act as Sergeant-At-Arms.

0.6 **Board and Officer Vacancies.** A vacancy on the Board or in any office occurring between annual meetings of the Members shall be filled by action of the Board.

Article IV Duties of Officers

0.1 **President.** It shall be the duty of the President to preside at meetings of the Club and the Board and to perform such other duties as ordinarily pertain to the office of President.

0.2 **Vice President/President-Elect.** It shall be the duty of the Vice President/President-Elect to perform such duties as ordinarily pertain to the office of Vice President. The Vice President/President-Elect, if requested by the President or the Board, may preside at meetings of the Club and the Board in the absence of the President.

0.3 **Secretary.** It shall be the duty of the Secretary to (a) keep the records of membership; (b) record the attendance at meetings; (c) send out notices of meetings of the Members, Board and committees; (d) record and preserve the minutes of such meetings; (e) make the required reports to RI, including the semiannual reports of membership (which shall be made to the general secretary of RI on January 1 and July 1 of each year, with prorated reports on October 1 and April 1); (f) report changes in membership to the general secretary of RI; (g) make the required monthly report of attendance at Club meetings to the district governor; (h) collect and remit to RI subscriptions to THE ROTARIAN; and (i) perform such other duties as ordinarily pertain to the office of Secretary.

0.4 **Treasurer.** It shall be the duty of the Treasurer to oversee custody of all funds, (accounting for same to the Club annually and at any other time demanded by the Board) and to perform such other duties as ordinarily pertain to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all books of accounts and any other Club property.

0.5 **Sergeant-At-Arms.** The duties of the Sergeant-At-Arms shall be such as are prescribed by the President or the Board and as otherwise ordinarily pertain to that office.

0.6 **Administrative Director.** The Board may appoint an Administrative Director who will report to, and be subject to the supervision of, the President and who will be responsible for certain day-to-day administration and operation functions of the Club. The Administrative Director shall have such authority and responsibility as may be prescribed, from time to time, by the Board or the President, which may include one or more of the following:

- (i) assisting the President and Treasurer in preparation of annual budgets;
- (ii) assuring that the affairs of the Club are conducted in a manner that is effective, efficient, fiscally responsible and in compliance with the intent and purposes of the Club;
- (iii) reporting to the Board, the President and the Treasurer on the operation and financial condition of the Club; and
- (iv) attending meetings of the Board and various committees of the Club.

Article V Meetings

0.1 **Annual Member Meeting.** An annual meeting of the Members of the Club shall be held each year prior to the end of December on a date, and at a time and place, determined, from time to time, by the Board. Notice of such meeting shall be mailed to all Members of the Club at least ten (10) days before the date of the meeting.

0.2 **Regular Weekly Member Meeting.**

(a) *Day and Time.* Regular weekly meetings of the Members of the Club shall be held on Tuesday of each week, generally at lunchtime, at a location determined and announced to the Members by the Board. Notwithstanding the foregoing, however, the Board may occasionally vary the day, time and location of the regular weekly meeting (or cancel such a meeting) provided that adequate notice of any change or cancellation is fairly and reasonably given to all Members.

(b) *Attendance.* All Members (not including honorary members or Members excused by the Board, pursuant to Article 8 of the Club Constitution) in good standing in the Club on the day of the meeting must be counted as present or absent. To be considered in attendance, a Member must be present for at least sixty percent (60%) of the time devoted to the meeting. Other rules relating to attendance and making up for an absence are provided in Article 8 of the Club Constitution.

0.3 **Quorum at Member Meetings.** One-third (1/3) of the Members, present in person, shall constitute a quorum at any annual or regular meeting of the Members of the Club.

0.4 **Board Meetings.** Regular meetings of the Board shall be held at least every other month at such times, dates and places as shall be determined and announced to the Directors, from time to time, by the Board. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) or more Directors. Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon notice sent by any usual means of communication not less than two (2) days before the meeting.

0.5 **Quorum at Board Meetings.** A majority of the Directors, present in person, shall constitute a quorum of the Board at any meeting of the Board.

0.6 **Voting.** At meetings of the Members at which a quorum is present, each Member shall have one (1) vote. Unless otherwise provided in these Bylaws or the Constitution, the affirmative vote of a majority of Members shall constitute the act of the Members. Similarly, each Director shall have one (1) vote at all duly called and constituted meetings of the Board. Unless otherwise provided in these Bylaws or the Constitution, the affirmative vote of a majority of Directors shall constitute the act of the Board.

Article VI Method of Voting

All actions taken by the Board or the Members shall be by voice vote, except as may otherwise be determined, from time to time, by the Board.

Article VII Fees and Dues

0.1 **Admission Fee.** The admission fee for new Members shall be an amount determined, from time to time, by the Board. Except to the extent provided in the Constitution, such fee must be paid before the applicant can qualify as a Member.

0.2 **Dues.** Membership dues shall be in an amount determined, from time to time, by the Board. Such amounts shall be payable at such intervals and in such installments as the Board shall determine, from time to time. An appropriate amount (as determined, from time to time, by the Board) of each such dues payment shall be applied to each Member's subscription to THE ROTARIAN magazine.

Article VIII Committees

0.1 **Authorized Committees.** The Board shall establish, from time to time, certain committees to carry out the purposes of the Club. The duties, membership and operations of each such committee shall be in accordance with this Article VIII and as otherwise prescribed, from time to time, by the Board.

(a) *Standing Committees.* The Club shall have the following standing committees (the "**Standing Committees**"), the duties of which are set forth in Article IX:

Club Service Committee
Vocational Service Committee
Community Service Committee
International Service Committee

(b) *Other Committees and Subcommittees.* In addition to the Standing Committees (and the subcommittees referenced hereafter in these Bylaws) other committees (and subcommittees of committees) may be established, from time to time, by the Board. The Standing Committees and those additional committees and subcommittees (collectively referred to as "**committees**") shall operate in the manner prescribed in these Bylaws, except to the extent provided in resolutions of the Board modifying or supplementing the same.

(c) *Composition.* Each committee shall consist of a chairperson (who need not be a Director) and not less than two (2) other Members, all of whom are appointed by the Board (or the Board's delegee).

(d) *Ex Officio Member.* The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

(e) *Committee Business.* Each committee shall transact such business as is delegated to it in these Bylaws or by resolution of the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made to the Board and such action is approved by the Board.

(f) *Terms.* Committee members shall serve at the discretion of the Board (or the Board's delegee) for such terms as shall be prescribed, from time to time, by the Board.

(g) *Youth Activity Committees.* The Board may establish one or more committees to deal with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the Vocational Service Committee, Community Service Committee or International Service Committee. Where feasible and practicable in the establishment of such committees, there should be provision for continuity of membership, either by appointing chairpersons and one or more Members for consecutive terms.

0.2 **Club Service Committee.**

(a) *Chairperson Duties.* The chairperson of the Club Service Committee shall be responsible for all Club service activities and shall supervise and coordinate the work of all subcommittees thereunder.

(b) *Composition.* The Club Service Committee shall consist of its chairperson and the chairpersons of all subcommittees of the Club Service Committee.

(c) *Subcommittees.* The Board may establish, from time to time, subcommittees of the Club Service Committee, to carry out the purposes of that committee, which may include the following:

- Attendance Subcommittee
- Club Bulletin/Reporter Subcommittee
- Fellowship Activities/Events Subcommittee
- Membership Subcommittee
- Membership Development Subcommittee
- Program Subcommittee
- Classifications Subcommittee
- Rotary Information/New Member Subcommittee

(d) *Oversight.* The President and the Vice President/President-Elect shall oversee and coordinate the work of the various subcommittees of the Club Service Committee.

(e) *Classification and Rotary Information/New Member Subcommittees.* Members appointed to the Classifications Subcommittee and Rotary Information/New Member Subcommittee shall serve staggered terms spanning three (3) years, in order to maintain continuity on those subcommittees, such appointments to be made by the Board (or its delegee) in a manner consistent with that intent.

0.3 **Community Service Committee.**

(a) *Chairperson Duties.* The chairperson of the Community Service Committee shall be responsible for all Club community service activities and shall supervise and coordinate the work of all subcommittees thereunder.

(b) *Composition.* The Community Service Committee shall consist of its chairperson, the chairpersons of all subcommittees of the Community Service Committee and such other Members as are appointed thereto by the Board (or its delegee).

(c) *Subcommittees.* The Board may establish, from time to time, subcommittees of the Community Service Committee, to carry out the purposes of that committee.

Article IX Duties of Standing Committees

0.1 **Club Service Committee.** The Club Service Committee (and any subcommittees thereunder) shall devise and carry into effect plans that will guide and assist the Members in discharging their responsibilities in matters relating to Club service. The chairperson of the Club Service Committee shall be responsible for holding regular meetings of the committee and shall report to the Board on all club service activities.

(a) *Attendance Subcommittee.* This subcommittee shall devise and implement means for encouraging attendance by Club Members at Rotary meetings, including attendance at district conferences, intercity meetings, regional conferences and international conventions. This subcommittee also shall (i) encourage especially attendance at regular meetings of the Club and attendance at regular meetings of other Rotary clubs when a Member is unable to attend meetings of the Club; (ii) keep all Members informed on attendance requirements; (iii) promote better incentives for good attendance and (iv) seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(b) *Classifications Subcommittee.* This subcommittee shall as early as possible in each fiscal year of the Club, but no later than August 31 (i) conduct a classification survey of the community; (ii) compile from the survey a roster of filled and unfilled classifications, applying the classification principle; (iii) review, where necessary, existing classifications represented in the Club and (iv) counsel with the Board on all classification issues.

(c) *Club Bulletin/Reporter Subcommittee.* This subcommittee shall endeavor, through the publishing of a weekly Club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all Members and report news of the Club, its Members and the worldwide Rotary program.

(d) *Fellowship Activities/Events Subcommittee.* This subcommittee 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.

(e) *Membership Subcommittee.* This subcommittee shall consider all proposals for membership from the personal side and shall thoroughly investigate the applicant's character, business, social and community standing, as well as general eligibility, and shall report its conclusions on all applications to the Board.

(f) *Membership Development Subcommittee.* This subcommittee shall review continually the Club roster of filled and unfilled classifications and shall take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications.

(g) *Program Subcommittee.* This subcommittee shall prepare and arrange the programs for the regular and special meetings of the Club.

(h) *Rotary Information/New Member Subcommittee.* This subcommittee shall (i) inform prospective members about the privileges and responsibilities of Rotary club membership; (ii) keep Members informed about the history, object, and activities of Rotary at all levels and (iii) oversee the orientation of new Members during their first year in the Club.

0.2 Vocational Service Committee. This committee shall devise and carry out plans that will guide and assist the Members of the 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 service activities of the Club and shall supervise and coordinate the work of any subcommittees thereunder.

0.3 Community Service Committee. This committee shall devise and carry out plans that will guide and assist the Members of the Club in discharging their responsibilities in their community relationships. The chairperson of this committee shall be responsible for the community service activities of the Club and shall supervise and coordinate the work of any subcommittees thereunder.

0.4 International Service Committee. This committee shall devise and carry out plans that will guide and assist the Members of the 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 subcommittees.

Article X 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 not operate to prevent a forfeiture of membership, nor does it operate to give the Club credit for the Member's attendance. Unless the Member attends a regular meeting of some other Rotary club, the excused Member must be recorded as absent (except that absence authorized under the provisions of Article 8 of the Constitution is not computed in the attendance record of the Club.)

Article XI Finances

0.1 **Funds.** The Treasurer shall oversee the deposit of all funds of the Club in a bank or other financial institution designated, from time to time, by the Board.

0.2 **Bills and Accounting Review.** All bills of the Club shall be paid in the manner and according to procedures established, from time to time, by the Board. A thorough review by a certified public accountant or other qualified person shall be made once each year of all the Club's financial transactions.

0.3 **Bonds.** Officers or others 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, the cost of any such bond to be borne by the Club.

0.4 **Fiscal Year.** The fiscal year of the Club shall extend from July 1 to June 30, and for the collection of Members' dues shall be divided into such lesser periods as the Board shall determine, from time to time. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1 and January 1 of each year on the basis of the membership of the Club on those dates.

0.5 **Budget.** At the beginning of each fiscal year, the President and Treasurer shall prepare (or cause to be prepared) a budget of estimated income and estimated expenditures for the year, which shall be presented to the Board and, when agreed to by the Board, shall stand as the limit of expenditures, unless otherwise ordered by action of the Board.

Article XII Method of Electing Members

0.1 **Name Submission.** The name of a prospective member, proposed by an active Member of the Club, shall be submitted to the Board in writing in accordance with a procedure established by the Board, from time to time. A transferring or former member of another Rotary club may be proposed to active membership by the former Rotary club. The proposal, at that initial stage, shall be kept confidential, except as otherwise provided in that procedure.

0.2 **Membership Requirements.** The Board shall ensure that the proposal meets all the classification and membership requirements of the Club Constitution.

0.3 **Board Action on Proposal.** The Board shall approve or disapprove a new member proposal within thirty (30) days of its submission and shall notify the proposer, through the Club Secretary, of its decision.

0.4 **Approved Proposals.** 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 Members of the Club.

0.5 **Election without Objection.** If no written objection to the proposal, stating reasons, is received by the Board from any Member 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), as prescribed in these Bylaws, shall be considered to be elected to membership in the Club.

0.6 **Objection.** If any objection has been filed with the Board, the Board shall vote on the 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 in the Club.

0.7 **Induction.** Following the election, (i) the President shall arrange for the induction of the new Member; (ii) the Club Secretary shall issue a membership card and shall report the new Member to RI and (iii) the Rotary Information/New Member Subcommittee shall provide appropriate literature for presentation at the induction and assign a Member to assist in the assimilation of the new Member.

Article XIII Resolutions

No resolution or motion to commit the 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.

Article XIV Order of Business

The Board, in consultation with the President, shall establish, from time to time, the order of business for all meetings of the Members. In the absence of a directive to the contrary, the following items shall constitute the typical order in which business shall be conducted:

Meeting called to order.
Introduction of visiting Rotarians and guests.
Correspondence and announcements.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article XV Amendments

These Bylaws may be amended at any regular meeting of the Members, a quorum being present, by an affirmative vote of at least two-thirds (2/3) of the Members present, provided that notice of such proposed amendment shall have been sent to each Member by any fair and reasonable means of communication at least thirty (30) 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.

Article XVI General Provisions

0.1 **Conference Call Participation.** Any one or more members of the Board or any committee may participate in a meeting of the Board of Directors or a committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence and person at such meeting.

0.2 **Action by Written Consent.** Action taken by the Board or a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the members of the Board or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken. Action under this Section is effective when the last member of the Board or committee signs the consent, unless the consent specifies a different effective date.

0.3 **Indemnification.** Any person who at any time serves or has served as an officer or as a Director of the Club shall have a right to be indemnified by the Club to the fullest extent permitted by law against (i) litigation expenses, including reasonable attorneys' fees, actually and

necessarily incurred by him/her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Club, arising out of his/her actions as such Director, or his/her actions as an officer, employee or agent of the Club, or his/her service, at the request of the Club, in such capacity for any other corporation, partnership, joint venture, trust or other enterprise or as a director or administrator under an employee benefit plan, or his/her activities in any of the foregoing capacities and (ii) any liability incurred by him/her, including without limitation, satisfaction of any judgment, money decree, fine, penalty or settlement, for which he/she may have become liable in connection with any such action, suit or proceeding.

The Board shall take all such action as may be necessary and appropriate to authorize the Club to pay the indemnification required by this Bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her.

Expenses incurred by a Director or officer in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Club against such expenses.

Any person who at any time after the adoption of this Section serves or has served as a Director or officer of the Club shall be deemed to be doing, or to have done, so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Section.

Any person who is entitled to indemnification by the Club hereunder shall also be entitled to reimbursement of reasonable costs, expenses and attorneys' fees incurred in obtaining such indemnification.

Notwithstanding the foregoing provisions of this Section, no person shall be entitled to indemnification under this Section unless such indemnification is either (a) required by applicable law or (b) is permitted by applicable law and has been expressly authorized and approved by the Board of Directors after a good faith evaluation of the circumstances of the indemnification claim, in accordance with the principles of this Section.

The Club may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Club against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Club would have the power of indemnify him/her against such liability.