

AMENDED AND RESTATED BYLAWS OF THE ROTARY CLUB OF AMELIA ISLAND SUNRISE

October 2024

Article 1 Definitions

1. Club: Rotary Club of Amelia Island Sunrise
2. Board: The Board of Directors of this club.
3. Officer: President, President-Elect, Vice-President, Secretary, Treasurer, Sergeant-At-Arms and Past President
4. Director: A member of this club's Board of Directors. A Director must be a Member of the club.
5. Committee Chair: A member responsible for leading one of the Club's Committees as outlined in Article 9. Chair may or may not be a member of the Board.
6. Member: A member, other than an honorary member, of this club.
7. Board Quorum: Fifty percent (50%) plus one of the number of Board Members and Directors at all monthly or special meetings shall constitute a quorum.
8. Club Quorum: One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.
9. RI: Rotary International.
10. Year: The twelve-month period that begins on 1 July and ends 30 June.

Article 2 Board

The governing body of this club shall be the Board consisting of up to fifteen Members of this club, namely, Directors elected in accordance with Article 3, Section 1, of these Bylaws, and the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, sergeant-at-arms and the immediate past president.

Article 3 Election of Directors and Officers

Section 1 – At a Board meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by the Board for president-elect, vice-president, secretary, treasurer, sergeant-at-arms and Directors. The nominations shall be approved by the Board with the president-elect, vice-president, secretary, treasurer and sergeant-at-arms then voted for at the annual meeting of the Club. The candidates for president, vice-president, 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 (either at the annual meeting or presented no later than January 31) shall be declared elected as Directors. The candidate for president elected in such balloting shall be the president-elect and 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 the year he or she was elected president-elect.

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.

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 President-elect shall preside at club and Board meetings in the absence of the President.

Section 3 – *Vice-President* It shall be the duty of the vice-president to serve as a Director and to perform such other duties as may be prescribed by the president or the Board.

Section 4 – *Secretary* It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of Club and Board Meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership not later than January 15 and July 15 of each year, 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; and perform other duties as usually pertain to the office of secretary.

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.

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.

Article 5 Meetings

Section 1 – The annual meeting of this club shall be held on the second Friday in December in each year, or as designated by the Board, at which time the election of officers to serve for the ensuing year shall

take place. In no event shall the annual meeting of the Club be held later than 31 December of each year. The election of the Directors to serve the ensuing year shall take place no later than January 31 in each year.

Section 2 – The regular weekly meetings of this club shall be held on a date and time so designated by the Board and approved by the Members. Due notice of any changes in or canceling of the regular meeting shall be given to all Members of the club. All Active Members (except an honorary member or members on a leave of absence) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance may be evidenced by the Member's being present for at least fifty (50) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise approved by the Board (i.e. committee meetings, Chamber or other non-profit board meetings, etc.). Active Community members are required to attend (3) meetings or one (1) Club social per quarter and are required to participate in one (1) Club service project or accumulate five (5) hours of community service per quarter as outlined in Article 12, Section 3.

Section 3 – Regular meetings of the Board shall be held monthly on a date, time, and location so designated by the president. 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 4 – Any action required by these Bylaws to be taken by the Board may be taken without a meeting and may be taken by electronic notification to each Board Member stating the subject of the action to be taken and the date a vote must be cast, via email, with a request that each Director cast their vote by replying to the email. The action shall be passed if a majority of all Board members respond affirmatively.

Article 6 Fees and Dues

Section 1 – The admission fee according to each membership class to be paid by each prospective member shall be paid in the next billing cycle following the applicant's induction as a new member. Active member admission fees shall be \$100.00. Active Community and Active Partner/Spouse member admission fees shall be \$25.00. Honorary and new Members transferring from another Rotary club will not be required to pay an admission fee.

Section 2 – Membership dues according to each membership class, shall be set annually by the Board and billed on an equal quarterly basis, payable by each member within thirty (30) days of the billing date. The quarterly dues bill for each Member shall include a request and opportunity for the Member to make an additional donation of \$25.00 (\$100.00 annually) to comply with the Every Rotarian Every Year (EREY) foundation program of Rotary International, which will directly impact the club's ability to apply for District matching grants.

Section 3 – Fees and Dues shall include charges established by the Board to pay for Member meals (where applicable), each Member's financial obligation to District and Rotary International, each Member's subscription to the RI official magazine, and costs to cover all club expenses and administration approved by the Board.

Section 4 – The Board may establish special assessments or fees for fund-raising purposes and other urgent needs.

Section 5 – When a Member is inducted into the club, the Treasurer shall prorate dues for the new Member based on the time remaining in the Rotary quarter. So long as a member is current on dues and fees and is not otherwise indebted to the club, the Board has discretion to reimburse dues and fees prepaid by a Member requesting resignation.

Section 6 – Members are expected to pay their accounts on time as a condition of membership. **Current:** An account is considered current when all outstanding balances due are paid in full. The general billing cycle of club members in each Rotary year is: no later than the first day of the quarter (July 1st, October 1st, January 1st, April 1st). Each statement will be dated and include a notation stating the date that payment must be received in order to avoid a late fee which will be by the last day of the first month of the quarter (July 31st, October 31st, January 31st, April 30th). **Note:** Non-receipt of billing statement due to postal delivery error, etc. does not relieve the member of their obligation to pay in a timely manner each quarter. If a member has not received their dues statement by the 15th of any billing month they should contact the President or Treasurer to request that a new bill be sent and advise of any address changes and/or delivery problems. **If a member's account becomes delinquent, the following actions will be taken:** **Over 30 days delinquent:** If an account is not paid within forty-five (45) days of the billing date, a five percent (5%) late fee will be added and a new statement marked "Past Due" will be sent to the member. **NOTE:** If the member pays their account, but does not include payment of late fee, that charge remains payable. If not paid, it will roll over to the next billing cycle and must be paid at that time. **Over 60 days delinquent:** If an account is not paid within sixty (60) days of the billing date, the member will receive a written request from the Treasurer, asking for the bill to be paid promptly. This letter will include a reminder that membership is subject to termination if accounts are not paid within ninety (90) days of original billing. In addition, the Treasurer or President may request that members of the Board call late paying members to determine if there are any special circumstances involved in the non-payment of member bills. **Over 90 days delinquent:** If an account is not paid within ninety (90) days of the billing date, the member is subject to termination from the club by action of the Board. **Termination of membership does not remove the member's debt to the club.** Any collection expenses incurred will also be the responsibility of the member. **Reinstatement:** At the discretion of the Board, may be requested upon full payment of the amount owed. **General Provisions:** If a club member encounters a financial or personal difficulty that affects their ability to pay club bills promptly, the member should contact the Treasurer or any Board member to explain the circumstances. The Board will then confidentially review the situation at the next Board meeting, and take appropriate action, based on the individual's situation.

Section 7 – The Board may establish special arrangements and/or waive any delinquent fees or dues for a Member who is temporarily unable to fulfill their financial obligations to the club.

Article 7 Method of Voting

The business of this club shall be transacted by voice vote. However, the Board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article 8 Five Avenues of Service

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 Services. This club will be active in each of the five Avenues of Service.

Article 9 Committees

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 appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of their year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- Membership This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- Club Public Relations 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.
- Club Administration This committee should conduct activities associated with the effective operation of the club.
- Service Projects This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
- The Rotary Foundation This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- Additional ad hoc committees may be appointed as needed.

(a) The president shall be ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

(b) 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.

(c) 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 Duties of Committees

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 service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

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 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 up to** six (6) months. A Member may make a written request for additional time for a leave of absence, which shall be approved or denied at the sole discretion of the Board. Any Member on a leave of absence will not be exempt from his or her financial obligations to Rotary International, District 6970, or the club, as directed by the Board, and shall be required to promptly pay such fees upon receipt of a quarterly invoice from the club for such fees.

At such time as when a Member returns to the club from a leave of absence, the Member shall be required to be current on all dues and financial obligations to Rotary International, District 6970, or the club. The Board has discretion to allow a Member a specified period of time to get current on any past due dues or financial obligations, which time shall not exceed six (6) months.

Article 12 Classes of Membership

Section 1 - Active Members are dues paying members who are involved in the activities of the Rotary Club of Amelia Island Sunrise, including participation in community action projects, supporting the club's major fundraising project and committee membership.

Section 2 – Active Partner/Spouse Members are partners of the active members in good standing in the Rotary Club of Amelia Island Sunrise.

Requirements:

1. Pay-as-you-go rate for meals and socials.
2. Pay all RI, District and Club dues quarterly.
3. Not eligible to hold Officer positions, but otherwise are considered active members of the club.

Section 3 – Active Community Members are Rotarians who qualify for active membership; however, due to career obligations, changes to schedules, or family circumstances, they cannot meet all of the attendance, service and/or financial requirements obligations of active membership. The number of members who may hold this classification is determined by the Board.

Requirements:

1. Pay-as-you-go rate for meals and socials.
2. Pay all RI, District and Club dues quarterly.
3. Not eligible to hold Officer positions, but otherwise are considered active members of the club.
4. Attend at least three (3) meetings or one (1) Club social per quarter
5. Participate in at least one (1) Club service project or accumulate at least five (5) hours of community service per quarter and report the number and nature of hours of service to the Club Secretary at the end of each quarter.

Section 4 – Active Satellite Members are members of the Rotary Club of Amelia Island Sunrise and members of a Satellite Club sponsored by The Rotary Club of Amelia Island Sunrise. The sponsored club shall be considered a committee of The Rotary Club of Amelia Island Sunrise; however, its members will not be eligible to serve as Officers of the Rotary Club of Amelia Island Sunrise. Satellite Members shall

pay for food at The Rotary of Amelia Island Sunrise meetings and social activities as attended. They shall function as an "Ad Hoc" Committee as defined in Article 9.

Section 5– *Active Senior Members* are active members who have been loyal and engaged Rotarians and now, in their later years, wish to remain active with the Club while taking into account travel, health, financial and other concerns that may limit their participation. This person would have participated as a Club leader or active project volunteer, as well as a consistent supporter of The Rotary Foundation.

Requirements:

1. Assessed for three (3) meals per quarter in dues at current member meal rate.
2. Pay-as-you-go rate for additional meals and socials.
3. Pay all RI, District and Club dues quarterly.
4. Not eligible to hold Officer or Director positions.
5. Eligible to organize and lead club projects.

Qualifications:

1. Age-plus-years in Rotary must be at least 70.
2. Has been active member of Rotary at least five years.
3. Continue to be active in club activities to include at least one (1) meeting or club function per month.
4. Has been active participant in at least three (3) club projects.
5. Is Paul Harris Fellow; or has sponsored at least one (1) new club member; or has initiated at least one new club project during Rotary career.

Section 6 - *Honorary Members* are individuals 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. They may be proposed for honorary membership in the club. The term of such membership shall be as determined by the Board. Persons may hold Honorary Membership in more than one club.

Current members of the Club may be considered for the designation as an Honorary Member by meeting a significant number of the following criteria:

1. Have been an active member for a minimum of three (3) years with attendance record of not less than eighty percent (80%) averaged over that period. (Exceptions for extenuating circumstances e.g. illness, etc.)
2. Continues to be active in Club activities by attending at least two (2) meetings each year and when able, to volunteer at least one shift at a club sponsored event.
3. Have served as a club officer in at least one major position (e.g. President).
4. Have participated as a member of a committee or served as an officer at the District or higher level.
5. Been recognized as a Paul Harris Fellow.
6. Have been an active participant in at least three major club projects and leader of at least one (e.g. Wine Event, Shrimp Festival, etc.).
7. Sponsored at least two (2) new members.
8. If a member's combined age and years of service equal eight-five (85) years or greater.

Also, if the spouse of a deceased member who was or had been nominated as an Honorary member and who is engaged in Rotary activities at the local and/or higher levels shall be considered for Honorary Membership.

The Membership Committee will meet in May of each year to recommend if any current member should no longer be retained as an Honorary Member. These recommendations will be presented to the Board for their consideration at their June meeting and the Board will make the final decision.

Honorary Members will 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. Honorary Members shall pay for food at weekly meetings and social activities as attended. No Honorary Member of the club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Article 13 Harassment

Section 1 - This club is committed to maintaining an environment that is free from any form of harassment. All members and individuals attending or participating in this club's meetings, events, or activities should expect an environment free of harassment, including unwelcome physical contact, advances, or comments. Members shall maintain an environment that promotes safety, courtesy, dignity and respect for all, reporting any suspected harassment, and ensuring non-retaliation.

Section 2 - Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults, or offends a person or group of persons, based on any specific characteristic, be it age, ethnicity, race, color, abilities, appearance, attire, religion, socioeconomic status, culture, sex, sexual orientation, or gender identity.

Section 3 - The club leadership shall promptly address any allegation or observations of inappropriate behavior, including harassment, and shall not retaliate against those making the allegation. All allegations of criminal behavior shall be referred to local law enforcement.

Section 4 - Before submitting the matter to the club board, the President shall assign the allegation to a member who is qualified to investigate the allegation, understanding the sensitivities, confidentiality, and seriousness of the matter. Any information the President may have of prior conduct that may be pertinent to the current incident shall be relayed to the investigating member. The President may ask the District Governor for assistance in appointing the investigating member from outside the club if deemed warranted. The investigating member shall take immediate action to contact both the accuser and accused, and anyone else with knowledge of the alleged incident, to gather the facts and document the events surrounding the allegation. The investigating member shall take all precautions to ensure the privacy of those involved.

Section 5 - If the investigating member is able to resolve the issue between the parties without any further action by the club board, the investigating member shall render a full and confidential report to the Club President and the matter shall be closed. The investigating member shall make every effort to conduct and conclude the investigation and report within seven (7) to ten (10) days.

Section 6 - If the investigating member is unable to resolve the issues between the parties without any further action by the club board, a full and complete confidential report of the allegation(s) and the facts discovered during the investigation shall be rendered, and a special board meeting shall be called by the club president for the full purpose of acting upon this matter. The investigating member shall make every

effort to conduct and conclude the investigation and report within seven (7) to ten (10) days, and the special board meeting likewise to be called as soon as reasonably possible, typically within one week. The meeting shall not be open to any other club member, Rotarian, or member of the public without the express consent of the accused and the accuser.

Section 7 - Both the accused and the accuser shall be invited to the special board meeting. The club president, after consultation with the investigating member, the accused and the accusing member, may decide to exclude the presence of both the accused and the accuser in the board meeting room at the same time if he or she feels it is in the best interest of all parties involved. Both the accused member and the accusing member shall be given a copy of the investigating member's report prior to the special board meeting, and may present their own written report if so desired, and may make statements and take questions at the special board meeting. No one shall be compelled to answer any question. The board shall render a decision at that meeting, or at the conclusion of any adjournment taken for the purpose of more investigation, and may take any appropriate action as to the club's policies or processes of conducting its meetings, events and activities, or against the accused member, or the accusing member if warranted, that is permissible under the provisions of the club's charter, its by-laws, and the rules and regulations of the Rotary District and Rotary International, including, but not limited to suspension or revocation of membership.

Article 14 Finances

Section 1 – 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 of club operations and one in respect of 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 and must be approved by any two of the following officers: treasurer, secretary, president or vice-president, or president-elect.

Section 4 - The Club reimbursement policy for members attending Rotary International Conference (president-elect only), Rotary District Assembly, Rotary District Conference, Rotary Leadership Institute or other approved Rotary business will be after the member(s) have attended the event as the budget allows. The Board can hear an appeal from member(s) if there are extenuating circumstances (i.e. creation of economic hardship, etc.).

Section 5 – A thorough review of all of the club's financial transactions shall be conducted by a committee of three (3) members as designated by the President-Elect before the end of June of each year.

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 to September 30, 1 October to 31 December, 1 January to 31 March, and 1 April to 30 June. The payment of per capita dues official magazine subscriptions paid to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 15 Method of Electing Members

Section 1 – The name of a prospective member for any Membership class as defined in Article 12, proposed by an Active Member of the club, 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 standard Rotary club constitution. Additionally, the proposed member shall be assigned to only one Membership Class as defined in Article 12.

Section 3 – The Board shall approve or disapprove the proposal at the next Board meeting occurring after submission, and shall notify the member making the proposal, 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 a schedule of club dues and fees and permit his or her name and proposed classification to be published to the club.

Section 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), as prescribed in these bylaws, shall be considered to 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 (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the president and secretary shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a 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 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board. Honorary members must be reviewed by the Board and re-approved annually in June.

Article 16 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 17 Order of Club Business Meeting

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 18 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 made available to each Member to review 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 standard Rotary club constitution and with the constitution and bylaws of RI.