

Article 1 - Definitions

1. **Club:** Rotary Club of Thomasville, Georgia
2. **Board:** The Board of Directors of this Club.
3. **Officer:** The Club's President, President-Elect, Secretary, or Treasurer
4. **Director:** A member of this Club's Board of Directors
5. **Member:** A Member of this Club is a person who has been duly elected and pays annual dues as established by these Bylaws.
6. **Quorum:** The minimum number of participants who must be present when a vote is taken, specifically, one-third of Club Members for Club decisions, a majority of Board Members for decisions by the Board, and all Board Members for consideration of proposed new members or changes in membership status.
7. **RI:** Rotary International
8. **Year:** The twelve-month period that begins on 1 July.

Article 2 - Board

1. The governing body of this Club shall be the Board of Directors, consisting of at least fourteen (14) Members in good standing of this Club. 1. President, 2. President-Elect, 3. Immediate Past President, 4. Executive Secretary, 5. Secretary, 6. Treasurer, 7. Fifth Year Past President, 8. President Elect Nominee, 9. Membership Director, 10. Community Service Director, 11. Youth Director, 12. Public Image Director, 13. Foundation Director and 14. Administration Director. *A Sergeant-At-Arms will be elected by the Board, but the position is a non-voting member of the Board. The Assistant Treasurer, Assistant Secretary, and Deputy Directors are appointed positions and not eligible to vote on board matters.*
2. Regular meetings of the Board shall be held at least once a month, at a time and place set by the President and approved by a majority of the Board. Special meetings of the Board shall be called by the President, when deemed necessary, or upon the request of either two (2) Officers or a majority of the Board and with notice of at least 24 hours having been given Board members.
3. A majority of the Board of Directors shall constitute a quorum of the Board.
4. At the first regular meeting of the Board in July, all board members should review and sign the Conflict of Interest and Data Use Policies as shown in Addendum and also approve a new Resolution authorizing the President, the Immediate Past President and Treasurer to sign checks on the Club's bank accounts.



Article 3 – Election of Officers and Directors

1. ELECTION OF OFFICERS AND DIRECTORS --At the last regular meeting in December of each year, the Chair of Nominating Committee shall call for confirming vote for the slate of Officers and Directors offered by the President Elect to serve in the Rotary year beginning on July 1. The process and nomination of Officers and Directors will be carried out as follows:

a. Beginning in September of each year, the President Elect will form a proposed slate of Officers and Directors by December of the same calendar year. The term of office will begin on July 1 of the following year. Proposed Officers and Directors should have previous experience in the area they are appointed to serve or experience in similar capacity, if possible. The President Elect recruits members in good standing to serve as Officers and Directors in his or her year as President. The President Elect presents the proposed slate to the Nominating Committee no later than December 1. The Nominating Committee presents the slate for membership approval at the last regular club meeting in December.

b. The election of the Officer and Director Nominees at the club's last regular meeting in December should be as follows: The President calls the meeting to order, and the Chair of the Nominating Committee presents the President Elect's proposed slate of Officers and Directors. After the presentation, the Chair calls for a confirming vote. Approval requires a majority vote of the Members present. Nominations from the floor are not permitted; any alternative nomination must be presented at a Board meeting before the membership vote.

c. If the election of the Officer and Director Nominees does not follow these bylaws, their election can be voided by the Nominating Committee.

d. On July 1 of the following year, concurrent with the start of the new Rotary year, the President Elect succeeds to the Office of President and previously elected Officers and Directors also begin their term in office.

e. Prior to July 1, the President Elect shall nominate for Board approval a member in good standing of the Club to serve as Sergeant-at Arms at Club Meetings. The Sergeant-at-Arms or Designee announces visitors at meetings and assumes other responsibilities at the President's request.

It is advised that the President Elect consult with the current year Executive Leaders regarding potential board members. The purpose of this collaborative process is to ensure continuity of leadership and succession planning.

2. ELECTION OF PRESIDENT ELECT NOMINEE --At the Annual Meeting to be held at the last regular meeting in September of each year, the Chair of Nominating Committee shall call for confirming vote for the candidate for the office of President Elect Nominee to serve in the Rotary year beginning July 1 two years hence. The process of nominations and election of the



President Elect shall be carried out as follows:

- a. No later than August of each year, a Nominating Committee of five members will solicit names for election to President Elect Nominee from all members of the Club. At the last meeting in August of each year, the President will request nominations from the Club for the office of President Elect Nominee. The purpose of this methodology is to ensure experienced leadership for the Board of Directors while also encouraging input from Club Members. The Nominating Committee will evaluate potential candidates and, from those, choose the best possible Member for President Elect Nominee.
- b. The composition of the Nominating Committee shall be: 1. Immediate Past President, and 2. President Elect, each of which will serve one year on the Committee, 3. Past Presidents serving the fourth, fifth, and sixth years after their Presidency, each of which will serve a three-year term on the Committee. The Past President in the fifth year after their Presidency shall be the Chair of this Nominating Committee. If Past Presidents leave the Club or lose good standing, the Board will appoint Past President replacements to serve their remaining terms.
- c. The President Elect Nominee must be a Member in good standing of this Club for over one year prior being nominated. The President Elect shall attend two President Elect Learning Seminars and two District Training Conferences unless specifically excused by the Board. If excused, the Board shall send a Club representative. If the President Elect does not attend the President Elect training or, if excused, the Board does not send a Club representative, the President Elect cannot serve as Club President. The current President then shall continue to serve until the election of a successor who has attended two President Elect Learning Seminars and two District Training Conferences, or another option would be a Member who has previously served as President. These requirements should be communicated clearly to any Member considering as President Elect Nominee.
- d. The election of the Nominating Committee's proposed President Elect Nominee will proceed at the Annual Meeting held at the club's last regular meeting in September. After the approval from the board, the Nominating Committee Chairman presents the committee's proposed President Elect Nominee to the full membership. After the presentation, the Chair calls for a confirming vote. Approval requires a majority vote of the Members present. Nominations from the floor are not permitted; any alternative nomination must be presented at a Board meeting before the membership vote.
- e. If the election of the President-Elect does not follow these bylaws, their election can be voided by the Nominating Committee.
- f. The President Elect Nominee will succeed to the office of President Elect July 1 two years hence. Following his or her election to President Elect Nominee, the individual serves as a voting member of the Board.
- g. The President of the Club, upon completion of their term, will succeed to the Office of Immediate Past President for a period of one year and will be a member of the Board of



Directors with all responsibilities and privileges of other Board Members.

3. A vacancy in the Board or any office shall be filled by a majority vote of the remaining members of the Board.
4. A vacancy in the position of Officer-Elect or Director-Elect shall be filled by a majority vote of the Board.
5. A Director or Officer may be removed from the Board by a supermajority vote of at least two-thirds of the Board members.

Article 4 – Duties of Officers and Directors

1. **DUTIES OF OFFICERS**—All officers are charged with carrying out the annual and long-range goals of the Club. Officers should work together to ensure the Club is well managed across all areas of work and service. Officers also are charged with helping to develop leadership succession at the Officer and Director levels. Officers' duties shall be as follows:
 - a. **President.** It shall be the duties of the President to preside at meetings of the Club and the Board and to perform other duties ordinarily pertaining to the office of President.
 - b. **The Immediate Past President** serves as Member of the board and presides at Club and Board meetings when the President is absent.
 - c. **President-Elect.** The President-Elect prepares for his or her year in office and serves as a member on the Club Board and performs other duties as may be prescribed by the President or the Board. The President-Elect takes the lead role in recruiting attendees to Rotary Leadership (RL), leads the effort to locate a host family for the Club's GRSP students, and coordinates with the Club Program to ensure all meetings are well planned. Prior to the start of his or her year as President, planning meetings with his or her slate of Officers and Directors should be held.
 - d. **Treasurer.** The Treasurer shall have custody of all monetary funds, accounting for them to the Club annually or other requested timeframes, reporting to the Board monthly. The Treasurer also is responsible for tracking all costs associated with Grants to ensure compliance with Rotary norms. Upon leaving the Office, the Treasurer will turn over to the incoming Treasurer and/or President all funds, records of all accounts and any other Club property. It is the strong desire that all Treasurers commit to a minimum three years in Office for consistency purposes.
It is recommended that an Assistant Treasurer be appointed to assist the Treasurer and participate as a non-voting member of the Board.
 - e. **Secretary.** The Secretary keeps membership and attendance records, sends out notices of Club, Board and committee meetings; records and preserves the minutes of such meetings, maintaining them in the Club's online filing systems. As required by RI, the



secretary also provides semiannual reports of membership on 1 January and 1 July of each year, reports changes in membership, and the monthly attendance report, which must be made to Rotary International within 15 days of the last meeting of the month. The Secretary also collects and remits RI official magazine subscriptions and performs other duties, as pertains to the office of Secretary.

It is recommended that an Assistant Secretary be appointed to assist the Secretary and participate as a non-voting member of the Board.

f. Executive Secretary. The Executive Secretary shall coordinate with the Secretary to ensure the website of the Rotary Club of Thomasville is updated and is coordinated with the District and Rotary International websites and will monitor and report regularly on Club performance against the stated goals. The Executive Secretary shall coordinate with the Treasurer to manage all local, community, and Global Grants to ensure compliance and reporting with Rotary requirements. The Executive Secretary also performs other such duties as may be prescribed by the President or the Board.

g. It is expected that all Club Officers will attend District Training and Rotary Leadership sessions when scheduled.

2. DUTIES OF DIRECTORS-- Club Directors are charged with carrying out the annual and long-range goals of the Club and with planning and successfully executing projects, events, communications and other activities based on the five Avenues of Service. The areas of work under each Director are organized as Standing Committees for the Rotary Club of Thomasville. Directors' duties shall be as follows or as amended:

a. Membership Director. The Director will form and provide leadership and/or oversight for committees charged with implementing a comprehensive plan for the recruitment and retention of members.

b. Public Image Director. This Director will provide leadership for a team charged with developing and implementing plans to promote the Club's service projects and activities via social media and traditional media as well as through Club, District, and Rotary International publications.

c. Club Administration Director. This Director will form and provide leadership for committees charged with activities associated with the effective operation of the Club, its regular meetings/programs, including internal communications, fundraising, and all aspects of administration.

d. Community Services Director. This Director will form committees to plan and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.



e. Foundation Director. This Director will form committees and provide leadership to develop and implement plans to support The Rotary Foundation and Georgia Rotary Student Program through both financial contributions and program participation.

f. Youth Services Director This Director will recruit and lead committees to plan and implement Rotary youth programs.

g. It is recommended that Deputy Directors be recruited to assist each of the six Directors listed above and that each Deputy Director participate as a non-voting member of the Board.

h. It is encouraged that all Club Directors and Deputy Directors will attend District Conference, District Training, and Rotary Leadership sessions when scheduled and that all committee chairs will also be encouraged to attend.

3. Organizational Structure of Officers' and Directors' Committees, Projects, Duties

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

b. Each body of work, project, or committees under the Officers and Directors 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 prior to the start of his/her year as President to work with the new Board and committees, projects, bodies of work under each Board Member's area of responsibility. This includes mandates, goals and plans in advance of the commencement of the year as noted.

c. Each Officer and Director and committees under his or her management shall transact its business as outlined 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, committees shall not take action until a report has been made by the Director under which the committee operates and the action is approved by the Board.

4. Each Director shall be responsible for regular meetings and activities of each committee under his or her area of responsibility, shall supervise and coordinate the work of those committees and shall report regularly to the Board on all committee activities.

5. The duties of all committees under the direction of Directors 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.

Article 5 – 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, Youth Service, and International Service. This Club will be active on each of the five Avenues of Service and organize its community, youth, and other projects and activities around these Avenues.

Article 6 – Club Committees

Club Committees are primarily the responsibility of Directors and fall under each Director's specific area of service—Membership, Community Service, Youth Services, Public Image, Administration, and Foundation. Special Committees or New Standing Committees may be appointed or removed by the President and approved by the Board of Directors. All Committees are charged with carrying out the annual and long-range goals of the Club based on the five Avenues of Service as interpreted by the President and the Board of Directors. The President-Elect guides Directors in each area of service and works with each Director to fill vacancies on Committees, including Committee Chairmen. The President conducts planning meetings with each Director and their respective Committee Chairmen prior to the start of each new Rotary year. It is recommended that Committee Chairmen have previous experience as a member of the committee.

Article 7 – Meetings and Attendance

1. Annual Meeting: An annual meeting of this Club shall be held on the last Thursday of September of each year, at which time the election of President and President Elect to serve for the ensuing Rotary year shall take place.
2. Regular weekly meetings of this Club should be held on Thursday at 12:15 pm to 1:15 pm. Notice of any change to or cancellation of a regular meeting shall be given to all Members of the Club. For emergency purposes, the Board may temporarily change the regular meeting site and time between the preceding and following regular meetings after providing notice to all Members. For permanent changes to the Club's meeting location and time, the proposed change shall be presented to all Members at two sequential Club meetings, after which Members will be polled on their preference of meeting location. After the two meetings and subsequent polling, the Board shall vote on the proposed change.
3. Members are expected to make every effort to regularly attend meetings. Make-ups for meetings missed are available for participation in service projects or attendance at any of the following: board meetings, club social events, committee meetings, Rotary Leadership sessions, District Learning Assembly, President Elect Leadership Seminar, or District Conference.



Article 8– Membership and Dues

1. A Member of this Club is a person who has been duly elected to be a Member per Article 12, and pays annual dues as established by these Bylaws. Members shall be counted for quorum purposes and have the right to vote and hold office.
2. Honorary member - a member of the Rotary Club of Thomasville that is selected by the President and confirmed by the majority vote of the Board of Directors to receive an honorary annual membership that coincides with the President's term with the approval of the Board of Directors. Honorary members are not required to pay Club dues
3. Dues and fees:
 - a. Annual dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, Club fees, GRSP dues and any other Rotary or district per capita assessment.
 - b. Prior to induction into the Club, a prospective individual member will pay admission fees equal to one (1) quarter of the then current dues and \$100 each for GRSP and the Rotary International Foundation.
 - c. The first quarter of dues for a new Member will be pro-rated based on his or her induction date.
 - d. Membership dues are \$275 per calendar quarter, effective July 1, 2026, or as amended by Board of Directors approval(s).
 - e. Dues may be increased once per Rotary year by way of a 75% or greater approval of the Board of Directors. The maximum annual increase in dues will not exceed 5% in any Rotary year. No less than 30-days written notice to the Club will be given prior to dues increase.
4. It is important for our Club to have 100% sustaining membership in the Rotary International Foundation and GRSP Foundation. Each Member will be invoiced \$50 quarterly: \$25 for a donation to The Rotary Foundation and \$25 for a donation to the GRSP Foundation. This is a voluntary contribution and any Member may opt out of these donations upon notification to the Club Treasurer.
5. The Board of Directors may establish, alter, or cancel membership classes and adjust membership levels and classes in the Club to attract new Members, make memberships more flexible, raise capital, and increase the diversity of membership. These additional levels may vary in qualifications, dues, attendance, and responsibilities. The Board of Directors shall establish the dues, benefits, and responsibilities for these Membership levels which may include:
 - a. Corporate Member - membership program for businesses, professional practices and government entities that can designate a primary Member (considered the Member per these Bylaws) and an alternate member that has been approved by the corporate member.



b. Non-Profit and Accredited School Member - membership program for employees of any 501(c)(3) non-profit organization or an accredited school that can designate a primary Member (considered the Member per these Bylaws) and up to three (3) alternate members that have been approved by the Non-Profit or Accredited School Member.

c. Alternate Member - designated person representing a Corporate Member or Non-Profit and Accredited School Member. This person is responsible for their meal costs (in the event the primary Member is in attendance) and is not considered a Member as described in the Bylaws and does not enjoy the same benefits or responsibilities of a Member and is not considered for purposes of quorum.

6. Late payment of dues:

- a. The Treasurer will follow best practices for 30/60/90-day AR collections and report to the Board monthly any Members who have outstanding balances.
- b. The Treasurer may recommend termination for Members who carry a significant balance in their account that has aged beyond 90 days. Only by vote of the Board will a member be terminated.
- c. Members may petition the Club in writing of any special hardship and the Board will vote to approve or reject a payment plan for individual members on a case-by-case basis.
- d. The Board of Directors, with the advice and counsel of the Treasurer, shall be given great authority to address AR issues and hardships on a case-by-case basis as well as to create programs to aid delinquent Club Members.
- e. Members terminated for failure to pay dues may be considered for reinstatement after the outstanding balance has been paid in full. A terminated Member may be required to complete the entire new Member process before being inducted into the Club.

Article 9 – Method of Voting

1. Club: The business of this Club shall be transacted by vocal assent or the raising of hands.
2. Board: Email voting is permitted for new Member approvals unless there is an objection by any Board member, in which case the Board will consider the application at the next Board meeting. Other email voting is permitted on any matter the Officers approve for an email vote.

Article 10– Leave of Absence



Upon written application to the Secretary, 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, as long as that Member still pays 50% of his/her quarterly dues and any other financial obligations to the Club are current. Leave of absence may be extended by majority vote of the Board to any Member in otherwise good standing.

Article 11 – Finances

1. Budget:

- a. Prior to the beginning of each fiscal year, the President-Elect, in consultation with members of the ensuing Rotary year's Board of Directors, shall prepare a budget of estimated income and expenditures for the ensuing year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board.
- b. During the last quarter (April through June) of the Rotary year preceding the President-Elect's term as President, the President-Elect (or his or her designee) shall have the authority to negotiate and recommend for approval by the current Board, any contracts, commitments, and dues increases for the ensuing year that will impact the President-Elect's budget and the Club's operations for the ensuing year.

2. Administration:

- a. The Treasurer or their designee shall deposit all Club funds in a bank, named by the Board.
- b. All bills shall be paid by the Treasurer, if included in the approved budget.
- c. Officers having charge or control of Club funds shall be covered by the Club's D&O insurance.
- d. 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) quarters extending from 1 July to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.
- e. The Treasurer shall have the Club's financial accounting methods and records reviewed by the Audit Committee applying Generally Accepted Accounting Principles at least annually.

Article 12 – Method of Electing Members



1. The name of a prospective member (of any classification as listed in Article 8 above), proposed by an active Member of the Club, shall be submitted to the Membership Committee in writing, through the membership director. 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. Prior to submission of the proposal, 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 to be published to the club.
2. The membership director shall ensure that the proposal meets all the classification and membership requirements.
3. The Membership Committee shall approve or disapprove the proposal within a reasonable period of time after its submission. The proposal must be approved by a majority of the Membership Committee in order to be recommended by the Membership Committee for approval by the Board. In the event the proposal is not approved for recommendation to the Board, the Membership Committee will notify the proposer, through the membership director of its decision. The proposer may escalate the rejection of the proposal to the Board by sending a written notice to the membership director. Upon the written request of a proposer, the membership director will bring the rejected proposal before the Board for review and if proposal is approved, the Membership Committee shall notify the Club Secretary of its recommendation and the membership director will bring the recommendation before the Board at its next regular meeting or as otherwise agreed by the Board. The Board shall approve or disapprove any proposal or appealed proposal recommended by the Membership Committee. The Board shall notify the proposer, through the membership director, of its decision on all proposals.
4. 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 all fees (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 all fees (if not honorary membership), shall be considered to be elected to membership.
5. Following the election, the membership director shall arrange for the new Member's induction, membership card, and new Member Rotary literature. In addition, the membership director or Club administrator will report the new Member information to Rotary International.

Article 13– Member Resignation

The resignation of any Member from this Club shall be in writing, addressed to the President, membership director or Club Administrator. The resignation shall be accepted by the Board if the member has no indebtedness to this 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 – 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 communicated to each Member at least ten (10) days before such meeting.