

Bylaws of the Portland Pearl Rotary Club



Article I Definitions

1. Club Board: The Board of Directors of the Portland Pearl Rotary Club.
2. Director: A member of this Club's Board of Director
3. Member: A member, other than an honorary member, of this Club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.
6. Club: The Portland Pearl Rotary Club
7. The Pearl Fund: The Portland Pearl Rotary Charitable Fund

Article 2 Board of Directors

Section 1 – The governing body of this Club is the Board of Directors consisting of 10 or more Members of this Club including the President, President-elect, Executive Secretary, Treasurer, the immediate Past President, the Chair of The Pearl Fund, and the Chairs of the Five Avenues of Service. The Club Board may include other Committee Chairs at the appointment of the President.

Section 2 – Board Business

After the call to order, the Board shall:

- study and approve the minutes from the previous meeting and
- and examine and approve the treasurer's monthly financial report.

Other Board business may include:

- review quarterly Pearl Fund reports,
- plan, advise, evaluate and/or approve club business,
- set and monitor club/committee goals, initiatives and activities and
- listen to committee reports.

Section 3 – The President may convene an Executive Committee comprised of the four elected Officers and the Immediate Past President for the purpose of addressing emergencies and matters that are confidential in nature. The Executive Committee including the Chair of the Pearl Fund shall serve as the Club's Finance Committee.

Article 3 Nominations and Election of Officers

Section 1 – Prior to December 1, the President-elect will form a Nominating Committee whose duty it is to bring nominations to the Club for the positions of President-elect, Executive Secretary, and Treasurer. The Nominating Committee will include the President-elect, at least one past president, one current member of the Board, and one non-board member. Nominations for incoming officers are to be presented to the Club prior to January 1.

Section 2 – At a Club Assembly on the first Tuesday in January, the nominations duly made, along with any nominations from the floor, will be placed on a ballot under each office and a vote taken. The candidates for President-elect, Executive Secretary, Secretary, and Treasurer receiving a majority of the votes will be declared elected to their respective offices. At the same time the club should elect one member to the Board of the Pearl Fund to a three year term.

Section 3 – The candidate elected to the position of President-elect shall be designated the President-nominee until 1 July. The President-nominee shall take the title of President-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the President-elect shall assume office as the President.

Section 4 – Within a reasonable period of time after their election, the Board should meet and appoint a Club Registrar, Secretary and a Parliamentarian.

Section 5 – A vacancy in the Board will be filled by action of the remaining Board.

Section 6 – The term of office for President, President-elect, Executive Secretary, and Treasurer will be one year, 1 July through 30 June.

Article 4 Duties of Officers

Section 1 – President. It is the duty of the President to preside at meetings of the Club and of the Board and to perform other duties as ordinarily pertain to the office of president. At the beginning of each Year, the President will present the Club the goals for the Year.

Section 2 – President-elect. The President-elect serves as a Board Member and on the Club Executive Committee; presides at meetings of the Club and the Board in the absence of the President, and performs other duties as ordinarily pertain to the office of a vice-president. As Chair of the Nominating Committee it is their primary duty to secure nominations for the Board prior to the Club Assembly in January. The President-elect will serve as a Board Member for the year commencing on the first day of July next following the election, and will assume office as President on the first day of July immediately following that year. The President-elect will be a member of the Membership committee.

Section 3 – Executive Secretary. The Executive Secretary serves as a Board member and on the Club Executive Committee. The Executive Secretary records and preserves Board minutes; accurately maintains and updates membership data as required by Rotary International and District 5100; orders New Member Kits and badges; completes RI semiannual reports (SAR) of membership and pays club per capita dues and other fees on 1 January and 1 July of each year; and performs other duties as directed by the President or the Board.

Section 4 – Treasurer. The Treasurer to serves as a Board member and on the Club Executive Committee; and has custody of all funds, accounting for it to the Club monthly and annually and at any other time upon request by the Board; and performs 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.

Article 5 Duties of Other Club Positions

Section 1 – Club Registrar. The duties of the Club Registrar are to receive Club Members and visitors at all meetings, collect monies and pass them along to the Treasurer, and perform other duties as may be prescribed by the President or the Board.

Section 2 – Past President. The duties of the Past President are to assist in the continuity of purpose and programs of the Club. The Past President's role shall be agreed upon between the President and the Past President in a way that makes use of the strengths that the Past President brings to the Club. The Past President shall serve on the Board of Directors, on the Club Executive Committee and as an ex officio member of the Pearl Fund Board of Trustees.

Section 3 – Secretary. The Secretary records attendance at club meetings and make-ups; keeps membership attendance records; provides monthly attendance reports to the Board to the District Governor within 15 days of the last meeting of the month; sends out notices and agendas for weekly meetings; announces Board and committee meetings to the general membership; and performs other duties as usually pertains to the office of Secretary.

Section 4 – Parliamentarian. The duties of the Parliamentarian are to attend monthly meetings of the Board of Directors and advise the President and Board of requirements of the Club Constitution and Bylaws.

Article 6 Meetings

Section 1 – Assembly Meetings: Assembly meetings devoted to Club business shall be held semiannually at regularly scheduled Club meetings. The Assembly meeting held on the first Tuesday in January shall be for the election of Club officers for the coming year and to handle other business pertaining to the operation of the Club. The assembly meeting held on the first Tuesday of July shall recognize outgoing officers and committee chairs and introduce chairs of the Five Avenues of Service as well as all other committee chairs. The new President will discuss Club goals for the upcoming year.

Section 2 – Weekly Meetings: The regular weekly meetings of this Club will be held on Tuesdays at 7:25 am. Due notice of any changes in, or canceling of, the regular meeting is to be given to all Members of the Club by any reasonable means All Members excepting an honorary member (or Member excused pursuant to Article 11) in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the Member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary Club, or as otherwise provided in the Portland Pearl Rotary Club Constitution, Article 8, Sections 1 and 2.

Section 3 – Board Meetings: Regular meetings of the Board should be held monthly at a day and time agreed upon by the Board. Special meetings of the Board may be called by the President, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given.

Section 4 – Quorums: One third of the Members of the Club constitute a quorum at Club Assemblies and specially called business meetings. A majority of the Directors constitute a quorum at Board Meetings.

Article 7 Fees and Dues

Section 1 – An admission fee, established annually by the Board of Directors, is to be paid before an applicant can qualify as a Member.

Section 2 – Each spring the Board of Directors will set dues and admission fees for each membership category for the upcoming Rotary Year. (Note: The Board may customize dues and/or fees on an individual basis.)

- **Regular Active Memberships**
- **Associate Memberships** ~ members in a Group Membership (no admission fee)
- **Members under age 35** ~ (no admission fee)
- **Members whose business** has been in existence for less than two years ~ The reduced

membership dues will be in effect until the end of the second year in Rotary. (no admission fee)

☆ Any adjustment in dues and/or fees shall be communicated to the general membership at club meetings and in the club newsletter no later than one month before any modification goes into effect.

Section 3 – Membership dues are due annually on the first day of July and will be prorated through the year for new Members during their first year.

Section 4 – During each Rotary Year, it is strongly recommended that each Member contribute \$100 to both The Pearl Fund and The Rotary Foundation.

Article 8 Method of Voting

The business of this Club will be transacted by voice vote except the election of Officers and Committee Chairs (Directors), which is by ballot if requested by any Member. The Board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article 9 Five Avenues of Service

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

Article 10 Committees

Section 1 – Club Committees are charged with carrying out the annual and long-range goals of the Club based on the Five Avenues of Service. The President-elect, President and immediate Past President should work together to ensure continuity of leadership and succession planning. As a recommendation, when feasible, Committee chairs and Members may be appointed to the same committee for three years to promote continuity. The President-elect, in cooperation with the Nominating Committee, is responsible for appointing Committee Chairs and conducting planning meetings prior to the start of their year in office. It is recommended that Committee Chairs have previous experience as a member of the committee. Standing committees may include:

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| ① Club Service Committee | ③ International Service |
| • Programs | • World Community Service Committee |
| • The Rotary Foundation | • Peace Committee |
| • Membership | ④ Vocational Service Committee |
| • Communications/PR | ⑤ Youth Service Committee |
| • Fundraising | • Youth Exchange Committee |
| ② Community Service | • Interact |
| • Meals on Wheels | • Rotaract |
| • Transitions Project | • High School Student-of-the-Month |
| • Pearl Neighborhood Association & Pearl Neighborhood Business Association | |

Additional ad hoc committees may be appointed as needed.

Section 2 – The President will be a member of all committees and, as such, will have all the privileges of membership thereon.

Section 3 – Each committee will transact its business as is delegated to it according to these bylaws and all 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 should not take action until a report has been made and approved by the Board.

Section 4 – Each Chair will be responsible for managing regular meetings and activities of the committee will supervise and coordinate the work of the committee and must report to the Board on all committee activities.

Section 5 – The duties of all committees should be established and reviewed by the President-elect for his or her year as President. In declaring the duties of each, the President should make reference to appropriate RI materials.

Section 6 – Each committee should 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 is the primary responsibility of the President-elect to provide 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 12 months. A Member granted a Leave of Absence must remain in current paid status regarding dues and contributions while on Leave of Absence.

Article 12 Finances

Section 1 – Prior to the beginning of each fiscal year, the President-elect in cooperation with the Board should prepare an Operational Budget of estimated income and expenditures for the coming year, which will stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board.

Section 2 – In May of each year, the Club Board will establish a fundraising goal for monies to be contributed to The Pearl Fund. That anticipated fundraising goal shall be communicated to the Pearl Fund Board of Trustees.

Section 3 – The Treasurer must deposit all Club funds in a bank, named by the Board.

Section 4 – All bills must be paid by the Treasurer or other authorized officer only when approved by two other Officers or Directors.

Section 5 – The Finance Committee composed of members of the Executive Committee, the Chair of the Pearl Fund and other member(s) appointed by the Executive Committee will conduct a thorough review of all financial transactions each year as required by the Board.

Section 6 – Officers having charge or control of Club funds must give bond as required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 7 – The fiscal year of this Club extends from 1 July to 30 June.

Article 13 Method of Electing Members

Section 1 – An application for membership proposed by the Membership Chair or any other active Member of the Club, should be submitted to the Board in writing. A transferring or former member of another Club may be proposed to active membership by the former Club.

Section 2 – Prior to Board Action, the applicant will be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the applicant will be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.

Section 3 – The Board should ensure that the applicant meets all the classification and membership requirements of the Portland Pearl Rotary Club Constitution.

Section 4 – Upon receiving the signed membership proposal, the Secretary must publish the name and proposed classification to the Members of the Club. If no written or other documented 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 applicant, the Board shall approve or disapprove the application at the next regular Board meeting. The applicant, upon payment of the admission fee (if required under the provisions of Article 7 of these Bylaws), will be considered to be elected to membership. If any objection has been filed with the Board, it will vote on this matter at its next meeting. If approved, despite the objection, the applicant, upon payment of the admission fee (if required under the provisions of Article 7 of these Bylaws), will be considered to be elected to membership.

Section 5 – Following the election, the Membership Chair will arrange for the New Member's induction, membership card, and new member Rotary literature. In addition, the President or Executive Secretary will report the new member information to RI and District 5100 and provide a badge and Rotary membership certificate. The Membership Chair and/or President will arrange for a New Member Orientation and assign the new Member to a standing committee, Club project or function.

Section 6 – The Club may elect, in accordance with the standard Rotary Club constitution, honorary members proposed by the Club or Board.

Section 7 – Group Memberships

Definition and Approval ~

The Group Membership Program is structured to allow a business, living unit (ie. condominium), family or other designated group upon Board approval to become Active Members of the Portland Pearl Rotary Club.

Membership ~

- Once an organization has been approved for Group Membership it may submit up to four people for club membership. One member shall be designated as the Principal Participating Member and the others shall be classified as Associate Members.
- Each Group Member shall be considered “active”, and as such, a member of Rotary International and Rotary District 5100 and be entitled to Portland Pearl Rotary Club membership.
- Final membership approval will be brought up for vote by the Club Board of Directors and then the General Membership. Upon approval the induction process will begin.

- If a Group Associate Member wishes to become a regular member of the Portland Pearl Rotary Club, he/she may do so by notifying the Club Membership Chairperson and proceed through the normal membership proposal process.

Attendance & Participation ~

- It is expected that the Group's members *as a group* shall maintain the PPRC attendance requirements set forth in club bylaws., and *as a group* participate in Meals on Wheels, Transition dinners and other similar Club activities.

Financial Obligations ~

- The Primary Participating Member shall be assessed the same annual dues and fees as regular Club Members.
- Each Associate Member will be assessed dues/fees as set by the Board of Directors.
- At regular club meetings, each attending Group Member will be expected to pay the cost of the meal.

Article 14 Responsibilities of Members

Section 1 – Participation: Each member should actively participate in projects, activities, fundraising and committee work of the Club.

Section 2 – Payment of Dues: All members are required to pay the Annual Dues and the monthly Administrative Fees in a timely manner unless the member has petitioned the Board to waive these requirements with a showing of good cause, and the board has thereupon waived the requirements. The Board may waive the requirements of attendance and payment of dues and assessments for a period of up to one year.

Section 3 – Attendance: To remain in good standing all members must be present at a minimum of 30% of weekly club meetings and have a total attendance record of at least 50%. Members can notify the Secretary when they participate in any of the following make-up activities so that their attendance accounts can be credited:

- attend a regular meeting of Rotaract, Interact or another Rotary club
- participate in a club sponsored service project
- take part in a Club Committee or Board meeting
- attend District or Rotary International activity
- participate in approved club sponsored fellowship activities

Section 4 – Charitable Contributions: All members are strongly encouraged to contribute at least \$100 to both the Pearl Fund and The Rotary Foundation (TRF).

Section 5 – Termination of Membership: The Club Board is required by the Club Constitution to terminate the membership of any member who does not satisfy the requirements of attendance or who fails to pay the annual dues and administrative fees in a timely manner unless the member has demonstrated to the Club Board good cause for failing to meet those requirements.

Article 15 Resolutions

The Club will 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, should be referred to the Board without discussion.

Article 16 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 has been provided to each Member at least ten (10) days before the 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.

Article 17 Club Constitution

The operation of these Bylaws and all Club matters will be guided by the Manual of Procedure of RI and the Portland Pearl Rotary Club Constitution in keeping with the rules and manners of all Rotary Clubs and for the good of the whole of Rotary.

Article 18 The Pearl Fund

Section 1 – Definition: The Portland Pearl Rotary Charitable Fund is a separate organization closely affiliated to the Club. The purpose of The Pearl Fund is to support the charitable activities of the Club.

Section 2 – Pearl Fund Budgeting Process:

- Each May the Club Board of Directors will inform the Pearl Fund Trustees of the amount of funds the club plans to raise in the upcoming fiscal year and contribute to the Pearl Fund.
- After receiving the anticipated fundraising goal from the Board of Directors, the Pearl Fund Trustees will determine the amount of funds available for the upcoming year's charitable projects and communicate that amount to the Club Board.

Section 3 – Authorization: The Club Board shall submit all proposals for use of charitable funds to the Pearl Fund Trustees for final authorization.

Section 4 – Reporting: The Board of The Pearl Fund will report the status of the Fund to the Board of the Club on a quarterly basis.

Section 5 – Review: The Club Board will regularly review and approve the investment policy of The Pearl Fund.

Section 6 – The Chair of The Pearl Fund will sit as a member of the Club Board.

Amended: February 26, 2013
Amended: November 22, 2016



Patrick Mahoney

Patrick Mahoney
President, Portland Pearl Rotary Club

John Kirby

John Kirby
Executive Secretary, Portland Pearl Rotary Club