

**The Amended and Restated Bylaws
of the Rotary Club of Scottsdale North**

Effective March 9, 2022

Article 1 Definitions

1. Board: The board of directors of the Club.
2. Club: The Rotary Club of Scottsdale North.
3. Director: A director on the Club's board.
4. Foundation: Scottsdale North Rotary Foundation, Inc.
5. Member: A member, other than an honorary member, of the Club.
6. Quorum: The minimum number of participants who must be present (or for a vote conducted by any electronic means, the number of participants who must respond) when a vote is taken: one-third of the club's Members for all Club decisions except amendment of Bylaws; a majority for any decision on amendment of Bylaws; and a majority of the Directors for Board decisions.
7. RI: Rotary International.
8. Year: The 12-month period beginning on July 1 of each year.

Article 2 Board

The governing body of this club is the Board, which shall consist of nine Members, including the president, immediate past president, president-elect, secretary, and treasurer and four additional Members.

Article 3 Elections and Terms of Office

Section 1 — The president-elect shall succeed to the office of president in the following Year and the president shall become immediate past president. The new president-elect, secretary and treasurer shall be elected at the annual meeting. At a regular meeting, one month prior to the annual meeting, the president shall ask for nominations by Members for president-elect, secretary, treasurer, and four non-officer Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the Club may determine. If it is determined to have a nominating committee, such committee shall be appointed by the Board. The nominations duly made

will be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting or via e-mail, provided that no candidate shall be placed on the ballot unless that candidate has consented to serve in the position nominated, if elected. The candidates for president-elect, secretary, and treasurer receiving a majority of the votes cast shall be declared elected to their respective offices. The four candidates for Director receiving a majority of the votes cast shall be declared elected as Directors.

Section 2 — The officers and Directors, so elected, together with the president and immediate past president shall constitute the Board.

Section 3 — If any officer or board member vacates their position, the remaining Directors will appoint a replacement.

Section 4 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 — The terms of office for each role are one year.

Article 4 Duties of the Officers and Directors

Section 1 — President. The president shall preside at meetings of the Club and the Board and perform other duties as customarily pertains to the office of president.

Section 2 — Immediate Past President. The immediate past president shall act as mentor to current club president and to the president-elect and shall also perform any other duties as assigned by the current president.

Section 3 — President-elect. The president-elect shall preside at meetings of the Club and the Board in the absence of the president and shall perform such other duties as may be prescribed by the president or the Board.

Section 4 — Secretary. The secretary shall be in charge of club administration, which is to keep membership records; send out notices of Club, Board and committee meetings; report as required to RI, including the semiannual reports on January 1 and July 1 of each year, report changes in membership; and perform other duties as customarily pertain to the office of secretary.

Section 5 — Treasurer. The treasurer shall have custody of all funds, accounting for them to the Club annually and at any other time upon demand by the Board, and shall 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 — Directors. In addition to their service on the Board, each non-officer Director will be expected to chair a standing committee of the Club, as determined by the president and approved by the Board.

Article 5 Meetings

Section 1 — The annual meeting of this club shall be held no later than December 31 to elect the officers and Directors who will serve for the next Year.

Section 2 — The Club meets weekly on Wednesdays at 6:00 P.M. Reasonable notice of any change or cancellation of the regular meeting will be given to all Members.

Section 3 — Board meetings are held each month or as determined by the president. Special meetings of the board may be called with reasonable notice by the president or upon the request of two Directors.

Section 4 — Any meeting of the Club, including the annual meeting, and any meeting of the Board may be held in person, electronically or a combination of both.

Article 6 Dues

The club fees and dues shall be the actual cost to members as established by the Board to be paid quarterly, semi-annually or annually with the understanding that a portion of payment shall be applied to each Member's subscription to the RI official magazine and other miscellaneous charges as determined by RI and the District.

Article 7 Method of Voting

The business of this club is conducted by voice vote or a show of hands or, in the discretion of the president or other presiding officer, a vote may be conducted by ballot. For the election of officers and Directors, if there is more than one candidate for any position to be filled, the vote shall be conducted by ballot. When a quorum is present, unless otherwise specified in these Bylaws, a simple majority of those present shall constitute approval of the action. Votes may be conducted on any subject either in person at any meeting of the Club or by electronic means, such as e-mails or text messages or other means approved by the Board.

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, Youth Service and International Service. The Club will be active in each of the five Avenues of Service.

Article 9 Relationship with the Foundation

Each Member automatically becomes a member of the Foundation. The funding and fundraising activities to support the service activities of the Club are handled by and through the Foundation. The Foundation is a separate business entity, is a 501(c)(3) charitable organization, and is managed by board of Directors, all of whom are Members of the Club and who have been appointed to their Foundation positions by action of the Club at its annual meeting or by action of the Board in the event a Foundation officer or director position should become vacant.

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.

Section 2 — The president is an ex-officio member of all committees.

Section 3 — Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

Section 4 — Standing committees should be appointed as follows:

MEMBERSHIP- Responsible for developing and implementing a comprehensive plan for the recruitment and retention of members.

PUBLIC IMAGE - Develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

SERVICE - Develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries through the five Avenues of Service.

FOUNDATION - Responsible for disseminating information to all members regarding the importance of Rotary Foundation and for encouraging contributions to Rotary Foundation.

Additional permanent or ad hoc committees may be appointed by the Board as needed.

Article 11 Finances

Section 1 — Before the start of each Year, the board shall prepare an annual budget of estimated income and expenditures.

Section 2 — The treasurer shall deposit club funds in a financial institution or institutions designated by the board.

Section 3 — Bills shall be paid by the treasurer or other authorized officer.

Section 4 — A qualified person will conduct a thorough annual review of all financial transactions.

Section 5 — Members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, shall be presented at the annual meeting.

Section 6 — The fiscal year is from July 1 to June 30.

Article 12 Method of Electing Members

Section 1 - Prospective members shall attend at least two regular meetings of the Club prior to approval for membership.

Section 2 - Approval of a prospective member for membership in the Club is a two-step process involving approvals by both the Board and the Members. Both steps must have positive results for election to membership. The Board shall first vote on whether to approve and submit the prospective member to a vote of the Members. If the Board so approves, the prospective member shall be submitted to the Members to approve or reject the prospective member.

Section 3 - The Following approval of the Members, the president shall arrange for the new member's invitation. If accepted by the prospective member, the president or the secretary (or their designee) will report the new member information to RI and the District, and the president will assign a current 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 4 - The Board may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the club.

Article 13 Amendments

These Bylaws may be amended at any regular meeting or by vote taken electronically. Changing the Bylaws requires providing written notice to each member 10 or more days before the vote, having a quorum present for the vote, and having two-thirds of the votes cast support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

These Bylaws were approved by the Board on February 15, 2022 for submission to the membership and were approved by the Members as provided in Article 13 on March 9, 2022.