

BYLAWS OF THE ROTARY CLUB OF FAIRBANKS

ARTICLE 1 - DEFINITIONS

1. Board: The Board of Directors of this Club.
2. Director: A member of this Club's Board of Directors.
3. Member: A member, other than an honorary member, of this Club.
4. Quorum: One-third of the Club membership excluding those on leave of absence or absence excused; a majority of Directors for the Board.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.

ARTICLE 2 – BOARD OF DIRECTORS

Section 1. The governing body of this Club shall be the Board of Directors consisting of a President, President-Elect, Vice President, Secretary, Treasurer, Treasurer-Elect, the immediate or the most recent eligible Past President, and eight Directors-at-Large, elected in accordance with Article 3 of these Bylaws.

Section 2. Each Director-at-Large shall serve a staggered, two-year term, with four of the eight Directors-at-Large elected each Year at the Annual Meeting of the Rotary Club. Directors-at-Large shall not be eligible for re-election while serving on the Board so that no Director-at-Large may serve more than one term without at least a one-year hiatus between terms.

Section 3. The Directors of this Club shall not be held liable to the Club or its Members for monetary damages or for breach of fiduciary duty as a Director, except that a Director may be liable for:

- (1) A breach of a Director's duty to the Club; and/or
- (2) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; and/or
- (3) A transaction from the Director that derives an improper personal benefit.

Section 4. By a majority vote of the other members of the Board, a Director may be removed for good cause, including two (2) or more consecutive unexcused absences from Board meetings, or unexcused absence from more than twenty-five percent (25%) per Year of scheduled Board meetings.

ARTICLE 3 – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. Not later than October 1st of the Year, the President shall form a Nominating Committee consisting of three Past Presidents, whose duty shall be to

prepare a slate of nominees for President, President-Elect, Vice President, Secretary, Treasurer, and Treasurer-Elect. The Committee shall also nominate candidates for the open Director-at-Large positions on the Board. The slate of nominees shall be made from Members who are in good standing with the Club.

Section 2. It is the intention of the Club that the following officers be nominated and succeed in an ordered rotation: Treasurer-Elect, Treasurer, Secretary, President-Elect, and President. The Nominating Committee shall recommend that each officer in good standing with the Club advance to the next position in the rotational order as listed. If one of the other officers in the rotation is unable to complete their term, then at the discretion of the Nominating Committee, the other officers may advance more than one rotational step to fill the remaining positions. The Nominating Committee will then nominate a sufficient number of new officer candidates to fill the open positions starting with Treasurer-Elect. The Vice President shall serve for one Year and shall be nominated by the Nominating Committee after consultation with the current President-Elect. The Nominating Committee shall nominate at least one candidate for Treasurer-Elect, and at least two candidates for each open position of Director-at-Large, to present to the President of the Club on or before November 15th of that Year.

Section 3. Any Club Member in good standing may nominate, with the consent of the nominee, an eligible Member of the Club for any open Officer or open Director-at-Large position. Such nomination shall be made in writing to the Nominating Committee on or before October 31st. The Nominating Committee shall prepare the final slate of nominees to present to the President of the Club. The President shall then present the final slate of nominees in writing to the Club at least one week prior to the Annual Meeting.

Section 4. The election of the officers and Directors from the published slate of nominees will take place at the Annual Meeting. For positions with only one nominee, that candidate will be declared elected at the Annual Meeting. For positions with more than one nominee, a majority vote of the Members will determine the winner. For the Director-at-Large positions, those receiving the four highest vote totals shall be declared elected at the Annual Meeting.

Two weeks in advance of the Annual Meeting, the President shall appoint a team of at least three Electors to distribute, monitor and count the ballots during the election. Each Member is entitled to one vote. Absentee ballots will be allowed for Members who wish to vote, but who are unable to attend the Annual Meeting. Absentee ballots will be made available to the Club Members at least one week prior to the Annual Meeting. All absentee ballots will require proper signature verification of the voting Member on the outside of a sealed envelope containing the absentee ballot to be counted, and must be returned directly to one of the Electors. The Electors shall complete the vote count and report the results of the election at the Annual Meeting.

Section 5. Officers and Directors will assume their respective duties on July 1 of the Year following their election to office.

Section 6. In the event of a vacancy after the election of an Officer or Director position on the Board, the Board of Directors shall fill that vacancy for the balance of the unexpired term. Upon approval of the Board of Directors, a vacancy of the President shall be filled by the Vice-President.

ARTICLE 4 – DUTIES OF THE OFFICERS AND DIRECTORS

Section 1. The Board of Directors shall be responsible for general administrative and fiscal management of the Club, and for the supervision of its officers and its committees. Board members may perform additional duties as assigned.

Section 2. The President shall preside at all meetings of the Club and Board and perform such other duties as ordinarily pertain to the office.

Section 3. The immediate past president shall serve as a Director.

Section 4. The President-Elect shall serve as a member of the Board of Directors and shall prepare for their Year in office as President of the Club. The President-Elect shall attend a President-Elect Training Seminar during their Year as President-Elect.

Section 5. The Vice President shall preside at meetings of the Club and Board in the absence of the President, and perform such other duties as ordinarily pertain to this office. In the event of a vacancy in the office of the President, the Vice President, upon confirmation of the Board, shall succeed to the office of President.

Section 6. The Secretary shall be responsible for the current membership records of the Club, the recording of attendance at meetings, and shall prepare all required reports to Rotary International including the Semi-Annual Reports due on January 1st and July 1st each Year. The Secretary shall also prepare leave of absence notices, 'absence excused' status changes, and notices of termination of membership, and shall submit timely reports of any changes in membership status to the District Governor and Rotary International. The Secretary shall prepare and preserve the minutes of all meetings of the Board and perform other duties as usually pertain to the office. The Secretary shall prepare and send a membership status/transfer report to each resigning Member, stating the status of the person's payments of dues and payments to the Rotary Foundation.

Section 7. The Treasurer shall oversee the activities of the professional accounting firm hired by the Board and shall submit a monthly and year-to-date financial statement to the Board for their review and approval at each monthly meeting of the Board. The Treasurer shall monitor the annual budget of the Club and report the budget status with each monthly financial statement. The Treasurer shall collect the cost of lunch meals from visitors at the regular weekly meetings of the Club, provide a list of visiting Rotarians to the President at each weekly meeting, and collect and account for miscellaneous other funds collected at the weekly Club meetings or other events of the Club. The Treasurer shall arrange for the timely settlement of accounts payable

including any Rotary International, RIF, and District dues and fees. The Treasurer shall prepare monthly accounts receivable aging reports as part of the monthly financial statement and prepare notices of outstanding balances for overdue accounts. The Treasurer shall maintain a separate accounting for any RIF or District Grants including a financial management and documents record retention plan, and separate bank accounts if required for the grant. The Treasurer shall perform other duties as usually pertain to the office.

Section 8. The Treasurer-Elect shall assist the Treasurer and prepare for their Year as Treasurer of the Club.

ARTICLE 5 - MEETINGS

Section 1. Annual Meeting. An annual meeting of this Club shall be held in December, to elect the officers and Directors who will serve for the next Rotary Year.

Section 2. The regular weekly meetings of this Club are held on Thursdays at noon. Reasonable notice of any change or cancellation of the regular meeting shall be given to all Club Members.

Section 3. One-third of the Club's Members, excluding those on leave of absence or absence excused, shall constitute a Quorum at the annual and regular meetings of this Club.

Section 4. Board meetings are held at least monthly. Special meetings of the Board are called with reasonable notice by the President or upon the request of two Directors.

Section 5. Board Email Voting. At the discretion of the President, when a vote on an issue is needed, the President may request a Board email vote, using the following procedure:

- (a) The President sends an emailed request to each Board member, with a confirmation of receipt request, asking for a vote upon the issue or appointment;
- (b) Every Board member must respond;
- (c) The voting must be unanimous (approval or rejection);
- (d) The President collects printed copies of the email votes received and keeps them in the corporate records; and
- (e) If the response and vote is not unanimous, or if there is an objection to the email vote, the issue is automatically postponed to the next Board meeting.

Section 6. A majority of the Board, eight members, shall constitute a Quorum.

Section 7. Directors may arrange to attend Board meetings telephonically or by remote voice communication.

Section 8. Robert's Rules of Order, Revised shall guide the conduct of the Club's business.

ARTICLE 6 – FEES AND DUES

Section 1. The admission fee, as established by RI and/or the Club, shall be paid before the applicant can qualify as a Member.

Section 2. Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, Club annual dues, and any other Rotary or district per capita assessment. Membership dues shall be payable in accordance with the policies of the Club as established by the Board.

ARTICLE 7 – METHOD OF VOTING

The business of this Club is conducted by voice vote or show of hands except for the election of officers and Directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

ARTICLE 8 COMMITTEES

Section 1 (a). The President shall, subject to approval of the Board, appoint committees organized under the Avenues of Service described in the Club constitution:

- Club Service
- Community Service
- Vocational Service
- International Service
- Youth Service

(b) The President shall, subject to the approval of the Board, appoint Coordinators from the Board of Directors for the committees described in subpart (a).

Section 2. The President shall, subject to the approval of the Board, appoint any other committees as may be deemed necessary.

Section 3. The President shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereof.

Section 4. Each committee under the Avenues of Service shall transact such business as is delegated to it in the 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 committee shall not take action until a report has been made to and approved by the Board.

Section 5. Each chair shall be responsible for meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Committee Coordinator on all committee activities.

Section 6. Coordinators are Directors-at-Large who oversee the activities of the Club committees organized under the Avenues of Service. Coordinators shall report their committees' activities to the Board.

ARTICLE 9 - FINANCES

Section 1. Prior to each fiscal Year, the Board shall prepare or cause to be prepared an annual budget of estimated income and expenditures. As soon as practicable after the start of the fiscal Year, the Board shall approve an annual budget.

Section 2. The treasurer shall deposit Club funds in financial institution(s) designated by the Board appropriate to manage Club operations and service projects.

Section 3. Accounts payable are paid as approved by the Board and as directed by the Treasurer. Two officers shall sign each check or authorize an alternative form of payment.

Section 4. A thorough annual review of all financial transactions shall be completed by a qualified person.

Section 5. An annual financial statement of the Club shall be made available to Club Members.

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

ARTICLE 10 –METHOD OF ELECTING MEMBERS

Section 1. Active Members.

- (a) A Member in good standing shall submit a candidate's name to the Classification Committee, through the Secretary, on a new member application form. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.
- (b) The Classification Committee shall consider the eligibility and classification of the proposed member, using the criteria defined in the Club Constitution. The recommendation of the Classification Committee shall be forwarded to the Board.
- (c) The Board shall review the recommendation of the Classification Committee and sustain or reject their recommendation, or refer it back to the Classification Committee for further consideration.

- (d) If the Classification Committee has reported adversely regarding the proposed member application and the Board has sustained the recommendation, the Secretary shall notify the Sponsor, who shall notify the proposed member.
- (e) If the Classification Committee has reported favorably upon the proposed member application and the Board has sustained the recommendation, the Secretary shall notify the Club by means of a written notification which includes the name, classification and name of Sponsor of the proposed member.
- (f) The written notification shall be distributed at the next two consecutive general membership meetings. Should a Member have an objection to the proposed member application, a written objection should be submitted to the Secretary no later than the second Friday following initial notification.
- (g) If no Member objection is received by the deadline, the proposed member application shall be approved. If any objections have been filed, the Board shall consider the objections. Should the Board vote to approve the proposed member application after consideration of the objections, the proposed member application shall be approved.
- (h) In the event the proposed member is rejected, the Secretary shall notify the Sponsor, who shall inform the proposed member.
- (i) The Secretary shall notify the Sponsor and the proposed member of his or her acceptance to membership and notify the Membership Committee to set up an orientation for the proposed member.
- (j) The proposed member shall be inducted into the club before the general membership at a regularly scheduled meeting and will be billed for the admission fee at the first billing after induction.
- (k) The Secretary shall then file all necessary forms and information with the General Secretary of Rotary International.

Section 2. Honorary Members. The Board may elect honorary members, who have served with exceptional distinction in the furtherance of Rotary ideals. Honorary members are exempt from payment of dues, and may attend all meetings, wear the RI emblem, badge, or other RI insignia, and enjoy all the other privileges of the club. Honorary members have no vote, hold no classification, and may not hold office, but may hold honorary membership in more than one club. Honorary membership terminates each Year on June 30th, but may be continued from year to year by

resolution approved by the Board.

Section 3. The Board shall comply with Rotary International's regulations concerning new Member orientation.

ARTICLE 11 - RESOLUTIONS

Any resolutions or motions to commit the Club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a Club meeting, they shall be sent to the Board without discussion.

ARTICLE 12 - AMENDMENTS

These Bylaws may be amended at any regular Club meeting. Changing the Club bylaws requires that: written notice be sent to each Member 10 days before the meeting, a Quorum be present for the vote, and two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Club Constitution and the most current RI Manual of Procedure.

Adopted the 30th day of April, 2015, at a Club meeting, at which there was a quorum, by unanimous consent, and following more than 10 days' notice to all members.



Michael R. Pollen, President



Wayne L. Clark, Secretary