Adrian Noon Rotary Club

By Laws

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Adrian Noon Rotary Club Bylaws

(Revised July 2023)

**Article Subject Page**

 1 Definitions 2

 2 Board 2

 3 Elections and Terms of Office 2

 4 Duties of the Officers 3

 5 Meetings 4

 6 Dues 4

 7 Method of Voting 5

 8 Committees 5

 9 Finances 5

 10 Method of Electing Members 6

 11 Amendments 6

**Article 1 Definitions**

1. ANRC Adrian Noon Rotary Club

2. Board: The board of directors and officers of this club

3. Director: A director on this club’s board

4. Member: A member, other than an honorary member, of this club

5. Ex Officio: A non-voting member of a committee

6. Quorum: The minimum number of participants who must be present when a vote is taken at a regular club meeting: one-third of the club’s members for club decisions. At a board of directors meeting, a majority of the directors must be present. The requirement to pass (whether for or against is 50% + 1 of those present)

7. RI: Rotary International

8. Year: The 12-month period beginning 1 July

**Article 2 Board**

The governing body of this club is its board of directors, consisting of 6 directors, the President, President-elect, Secretary, and Treasurer.

**Article 3 Elections and Terms of Office**

Section 1 —One month before elections, nominations will be presented by a Nominating Committee to the membership. The Nominating Committee shall be comprised of 3-5 members in good standing and have been members of the club for at least one (1) year. The President will appoint members of the committee and declare the date of the election by November 1. Nominations may also be made by members from the floor. Nominations will include candidates for president-elect, secretary, treasurer, and any open director positions. A ballot with the names of all nominees will be distributed electronically by the Secretary to all members two weeks before the election day. Each member may vote electronically or in person and submit the completed ballot to the Secretary or designee on or before the election meeting. Elections will take place before December 31 and be counted by 2 members of the Nominations Committee.

Section 2 – All members of the board must be a member of the club for at least 1 year to be eligible to serve.

Section 3 —The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 4 — If **any officer vacates their position, the membership will be notified of the opening (within two weeks of the resignation) and members wishing to fill the vacancy by expressing their interest in writing to the board (within two weeks of the of the notification of the resignation). The remaining board members will choose a replacement from club members who expressed an interest.**

Section 5— If **any board member vacates their position, the membership will be notified of the opening (within two weeks of the resignation) and members wishing to fill the vacancy by expressing their interest in writing to the board (within two weeks of the of the notification of the resignation). The club members will choose a replacement from those who expressed an interest.**

Section 6— **If any officer-elect or director-elect vacates a position, the membership will be notified of the opening and members wishing to fill the vacancy by expressing their interest in writing to the board (within two weeks of the of the notification of the resignation). The remaining board members will choose a replacement from club members who expressed an interest.**

Section 7 – Removal of Officers and board members – Should an officer or a board member violate the club’s by-laws or Constitution the board shall discuss the violation(s) and vote for removal if necessary. Removal will be determined by a simple majority of a quorum of board members and officers.

Section 8 —The terms of office for each role begin July 1 and end June 30 and are:

|  |  |
| --- | --- |
| President  | One year |
| President-Elect | One year |
| Treasurer  | One year |
| Secretary  | One year |
| Director  | Three years |

**Article 4 Duties of the Officers**

Section 1 — The President is a member of the board and presides at club and board meetings and will have voting privileges in cases of ties only. The President will also be responsible for recording goals on the *MyRotary* website and updating them monthly and providing quarterly updates to the board and club membership. The President will submit a final year-end report to the board between July 1 and September 1.

Section 2 —The President-Elect prepares for his or her year in office and serves on the board of directors and has full voting privileges. The President-Elect will serve as a chair of a standing committee. The President-Elect will preside at club and board meetings when the President is absent and is responsible for developing and presenting their goals and budget to the board at the last board meeting in June. The goals and budget will be approved at that meeting.

Section 3 —A director will be a chair of at least one (1) standing committee. A director needs to attend club and board meetings and has full voting privileges.

Section 4 —The Secretary attends club and board meetings and has full voting privileges.The Secretary keeps membership records, send out notices of club meetings, board meetings and any special meeting. The Secretary will invoice all members for dues in December and June, adds new member information and make changes to the club roster as necessary through the appropriate Membership Information System (i. e. Clubrunner, DACdb, etc.) and syncs with the records at Rotary International. The Secretary is also responsible for submitting all appropriate reports to RI.

Section 5 —The Treasurer attends club and board meetings and has full voting privileges and oversees all funds and provides an accounting of them. The Treasurer will provide monthly financial statements to the board, a year-end financial report, following General Accepted Accounting Principles.

Section 6 – Members of the board are expected to attend all board meetings either in-person or electronically. If a member shows a pattern of poor attendance, the President will speak to them about improving their attendance or the possibility of resigning.

Section 7 - The President may appoint an assistant Secretary and an assistant Treasurer. The assistant Secretary and assistant Treasurer will work with the Secretary and Treasurer on all duties required. The term will be for a period of one year.

Section 9 – No individual shall serve on the board for more than six (6) consecutive years. Effective with the adoption of these by laws on July 1, 2023.

**Article 5 Meetings**

Section 1 —This club will meet each Thursday at noon for approximately one hour. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 2 —A regular meeting of the club will take place before December 31 to elect the officers and directors who will serve for the next Rotary year.

Section 3 —Board meetings are held each month. The board meeting in June shall include both incoming and retiring board members for the purpose of approving the upcoming year’s goals and budget. The incoming board will vote on specific day, time and location of board meetings for the upcoming year**.** Special meetings of the board may be called by the President at least 48 hours in advance or upon the request of two directors. The agenda for all board meetings shall be distributed to all members (both board and active club) at least 48 hours in advance of the board meeting. All board meetings are open to all club members.

Section 4 — Annual Changeover Dinner will be held no later than June 30th for the purpose of swearing in new officers and board members.

**Article 6 Dues**

Dues may be paid annually or semiannually. **Club dues are $300 annually or $150 semiannually. Dues billing to go out to all members on June 1 and December 1 and paid by the end of the month.** Annual club dues include **RI per capita dues, subscriptions to The Rotarian magazine, district dues, club fees, and any other Rotary or district per capita assessments.**

**New Member Dues**

**Individuals can join the club during the year and pay a prorated portion of the annual dues.**

**Article 7 Method of Voting**

The business of this club at board meetings is conducted by voice vote, show of hands or remotely. The board may also decide to provide a secret ballot vote on specific issues or whentwo board members request a secret ballot vote on specific issues.

The business of this club at regular meetings is conducted by voice vote, show of hands or remotely except in the election of officers and directors by the membership, which is conducted by secret ballot, or when two club members request a secret ballot vote on specific issues.

**Article 8 Committees**

Section 1 —This club’s committees comprise of those listed in article 11, section 7, of the Standard Rotary Club Constitution (Club Administration, Membership, Public Image Rotary Foundation, and Service Projects) as well as the following Standing Committees: Finance, International, Youth Services, Scholarships, Social, Nominations, and Program. Ad Hoc committees can be named by the President/board as necessary. Each committee shall have at least one board member.

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

Section 3 — Each committee’s chair is responsible for developing goals, scheduling regular committee meetings and activities, supervising and coordinating its work. The chair will submit a written report to the board in advance of each monthly meetingon all committee activities.

Section 4 – Each club member shall be a member of at least one committee.

Section 5 - Committee rosters shall be maintained and posted on the club’s website.

**Article 9 Finances**

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

Section 2 — Before each fiscal year starts, the President-Elect, Treasurer and Finance Committee prepare an annual budget of estimated income and expenditures.

Section 3 — The Treasurer deposits club funds in a financial institution or institutions designated by the board.

Section 4 — Bills are paid by the Treasurer and board-approved cosigner(s).

Section 5 — A qualified person conducts a thorough annual review of all financial transactions and provides a written report to the board. A thorough review or audit shall also be conducted at the time a new Treasurer is elected.

Section 6 —Club members will receive an annual financial statement of the club between July1 and September 30.

Section 7 - The Finance committee will recommend best practices (GAAP) regarding proper accounting procedures and money handling.

**Article 10 Method of Electing Members**

Section 1 — A member of this club proposes a candidate for membership to the Membership Committee.

Section 2 – All new candidates will complete a formal application.

Section 3 – Club Secretary notifies club membership on two separate occasions one (1) week apart of a prospective member’s interest in joining the club.

Section 4 – If any member is opposed to the proposed candidate, the member shall put in writing the opposition and submit it to the Secretary who will inform the board.

Section 5 — The board approves or rejects the candidate’s membership within 30 days and notifies the proposing member of its decision.

Section 6 — If the board approves the candidate’s membership, the prospective member is invited to join the club.

Section 7 – The approved prospective member shall be inducted at a future club meeting or event.

Section 8 – An Honorary ANRC membership may be approved by the board to an outstanding community member or former distinguished Rotary member. An Honorary ANRC membership will not be reported to RI.

Section 9 - An Honorary RI membership will be paid at the discretion of the board for the duration of one (1) Rotary year.

**Article 11 Amendments**

Section 1 – Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Section 2 – Any member may recommend a change to these bylaws to the board. The board may or may not vote to forward the proposed changes to the membership.

In the event the board does not approve the change, the original proposer may still request a vote of the membership.

 The board will provide a copy of the proposed changes at the next regularly scheduled club meeting.

Section 3 - These bylaws may be amended at any regular club meeting. Changing the club by-laws requires sending written notice to each member 14 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change.