**BYLAWS OF THE ROTARY (NOON) CLUB OF**

**DETROIT LAKES, MINNESOTA**

Adopted September 2018

**Article 1 Definitions**

Board: The Board of Directors of this club

Director: A member of this club’s Board of Directors

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

Quorum: One-third of the club membership; a majority of directors for the Board as described in Article 2 of these By-Laws

RI: Rotary International

Year: The twelve-month period that begins on 1 July

**Article 2 Board**

The governing body of this club shall be the Board consisting of ~~13~~ members of this club, namely, directors elected in accordance withArticle 3, of these bylaws and the president, immediate past president, president-elect, vice-president, secretary, treasurer, and sergeant-at-arms.

**Article 3 Elections and Terms of Office**

**Section 1 –** Onemonth prior to elections, members may nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to have a nominating committee, such committee shall consist of the president, immediate past president, president-elect, and vice president.

**Section 2** – The candidate who receives a majority of the votes for each office is declared elected to that office.

**Section 3** – A vacancy on the board or any office shall be filled by action of the remaining members of the board.

**Section 4** – A vacancy of any officer-elect position or director-elect position shall be filled by action of the remaining members of the board.

**Section 5** – Terms of office for each role are as follows:

*Vice-President* – One year

*Director* – Three years

*Secretary* – three-years (may serve 2 consecutive terms)

*Treasurer* – three-years (may serve 2 consecutive terms)

*Sergeant-at-arms* – One year

**Article 4 Duties of Board**

**Section 1** – *President.* It shall be the duty of the president to preside at club meetings and board meetings and to perform other duties as ordinarily pertain to the office of president.

**Section 2** – *Immediate Past President.* The immediate past president shall serve as an advisor to the President and the Board for planning and execution of club business.

**Section 3** *– President-Elect.* It shall be the duty of the president-elect to assist the President and Board in conducting of club business and to prepare for their year in office.

**Section 4** – *Vice-President.* It shall be the duty of the vice-president to preside at club meetings and board meeting in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

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**Section 5 –** *Director.*It shall be the duty of a director to attend club meetings and board meetings and perform duties as indicated within respective job descriptions. Each Director shall have responsibility for one of the 6 standing committees, as defined in Article 8.

**Section 6** – *Secretary.* It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI and perform other duties as usually pertain to the office of secretary.

**Section 7** – *Treasurer.* It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club and at any other time upon demand by the board, and to perform other duties as pertain to the office of treasurer.

**Section 8** – *Sergeant-at-Arms.* The duties of the sergeant-at-arms shall be such as are usually prescribed for such office.

**Section 9** – Board members may perform additional duties as assigned.

**Section 10** – All officers and Directors shall have full rights and privileges as members of the Board.

**Article 5 Meetings**

**Section 1** – *Annual Meeting.* An annual meeting of this club shall be held not later than 31 December in each year to elect the officers and directors who will serve for the next Rotary year.

**Section 2** – The regular weekly meetings of this club shall be held on Thursday at 12 noon. Reasonable notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to Article 8, Sections 3 and 4 of the Rotary Club constitution) 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 standard Rotary club constitution, article 8, sections 1 and 2.

**Section 3** – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4** – Regular meetings of the board shall be held on the second and fourth Tuesday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors due notice having been given.

**Section 5** – A majority of the directors shall constitute a quorum of the board.

**Article 6 Fees and Dues**

**Section 1** – The admission fee, as established by this club, is zero.

**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.

**Section 3** – The quarterly membership dues shall be in the amount of $56.25 as determined by a majority vote of the board. These membership dues are payable quarterly within thirty (30) of billing date on the invoice.

**Article 7 Methods of Voting**

**Section 1** – The business of this club shall be transacted by vocal vote or show of hands except for the election of officers and directors, which is conducted by ballot. The board may determine to provide a ballot for a vote on a specific resolution.

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**Section 2** – If the board does not have the luxury of meeting in person, when an important matter must be voted on, an electronic email vote may be conducted using the following guidelines:

* Should be carefully controlled, transparent, and recorded
* The motion shall be defined by the president and distributed by the secretary. It should be clear, concise and include the date/time deadline for responses.
* The text of the proposal should appear in the body of the email with the subject line of “Electronic Vote Requested”.
* All email addresses of the board members should be visible in the primary “TO” line and a copy of this original email should become a part of the board’s official meeting minutes
* The minutes to be approved at the next board meeting should include the motion and electronic email vote results.

**Article 8 Committees**

**Section 1** – Club Directors shall be responsible for the following standing committees and are charged with coordinating efforts to achieve the club’s annual and long-range goals.

* **Club Administration**

This committee shall develop a plan for effective and efficient weekly meetings and other happenings of the club. This committee is also responsible for the archiving of the club’s history.

* **Membership**

This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.

* **Public Relations**

This committee shall develop and implement plans to provide the public with information about Rotary and to promote the club’s service projects and activities.

* **Rotary Foundation**

This committee shall develop and implement plans to support the Rotary foundation through both financial contributions and program participation.

* **Service Projects I**

This committee has oversight of all fundraising projects as well as fellowship and social events

* **Service Projects II**

This committee shall develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries and the new generations events and activities.

**Section 2** – Additional committees may be appointed as needed.

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

**Section 4** – Except where special authority is given by the board, committees shall not take action until a report has been made and approved by the board. The president or the board shall refer additional business to an ad hoc committee as needed.

**Section 5** – Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

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**Article 9 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the board shall prepare an annual budget of estimated income and expenditures.

**Section 2** – The treasurer shall deposit all club funds in financial institution (s) designated by the board, divided into two parts: club operations and service projects.

**Section 3** – Bills are paid by the treasurer or another authorized officer only when approved by two other officers or directors.

**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 provided to club members.

**Section 6** – The fiscal year is from 1 July through 30 June.

**Article 10 Method of Electing Club Members**

**Section 1** – A member shall provide a candidate’s name to the board. 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.

**Section 2** – The board shall ensure that the candidate meets all of Rotary’s membership requirements.

**Section 3** – The board shall approve or reject the candidate’s membership within 30 days and shall notify the proposer of its decision.

**Section 4** – If no member of the club submits a written objection including reasons for the objection, to the board within seven days after the club is notified of the prospective member, that person is considered to be elected to membership. If an objection has been filed with the board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership.

**Section 5** – Once the membership decision is made, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his/her name and proposed classification to be conveyed to the club.

**Section 6** – The club may elect honorary, social, corporate, family, rising star, or other classes of members as defined by RI or in club policies.

**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 ten (10) days before the meeting that a quorum be present for the vote, and that two-thirds of the votes 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.