

MOORHEAD ROTARY CLUB BY-LAWS (Adopted 6/29/2010)

(Based on former Club Bylaws last updated 1993 and on the Recommended Club Bylaws put out by Rotary International)

Bylaws of the Rotary Club of Moorhead, Minnesota, District 5580

Article 1 Definitions

1. Board: The Board of Directors of this Club
2. Director: A member of the club's Board of Directors
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International
5. Year: A twelve (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. It shall consist of the president, the president-elect, the secretary, the treasurer, and the directors elected at large and the immediate past president. The number of directors elected at large will be determined by the board based on leadership needs.

Section 2. The officers shall have a one-year term which is renewable. The directors shall have a three year term election arranged for about 1/3 elected each year.

Article 3. Election of Directors and Officers

Section 1. At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by the members of the club for president, secretary, treasurer, and three (3) directors. The nominations may be presented by a nominating committee or by members from the floor, by either or both as the club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective office. The three (3) candidates for director receiving a majority of votes shall be declared as directors. The candidate for president elected in such balloting shall be the "president elect" and shall serve as a director for the year commencing on the first day of July following the election, and shall assume the office of president on July 1 immediately following that year.

The club may also elect a president nominee to serve as president two years hence, with the intervening year as the president elect if so nominated and elected.

Section 2. The officers, and directors, so elected, together with the immediate past president shall constitute the board.

Section 3. A vacancy in the board shall be filled by action of the remaining directors.

Section 4. A vacancy in the position of any officer-elect or director elect shall be filled by action of the remaining directors-elect.

Article 4 Duties of Officers

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

Section 2 President-elect. It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board. It shall also be the duty of the president elect to preside at meetings of the club and the board in the absence of the president.

Section 3. Secretary. It shall be the duty of the secretary to keep membership records; record attendance at meetings, send out notices of the club, board and committee meetings, report as required to RI, including the semi-annual reports of membership on January 1 and July 1 of each year, which shall include per capita dues for all members and pro-rata dues for active members who have been elected to membership in the club since the start of July or January semi-annual reporting period; report changes in membership, provide the monthly attendance report, which shall be made to the District Governor within 15 days of the last meeting of the month, and perform other duties as usually pertain to the office of secretary.

Section 5. Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to 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 account, and any other club property.

Section 6. At large Members of the Board. It shall be their duty to attend monthly meetings of the board of directors and to assume leadership of committees and responsibility for activities assigned by the president and board and perform such other duties as usually pertain to Board membership.

Section 7. Editor of the Paddlewheel. It shall be the duty of the editor of the Paddlewheel to edit the weekly edition of the Paddlewheel and arrange for its

production and mailing or distribution as decided by the Board. The editor is also required to attend the monthly meeting of the board and to be a part of the board's functioning.

Section 8. Appointed positions; Sergeant at Arms, Piano Player, Editor, Song Leader... It has been the practice of the club to pay the dues and meal costs for the secretary, treasurer, and such members as the board deems appropriate. The editor, piano player, song leader and sergeant(s) at arms are appointed by the president and board on a yearly basis.

Article 5. Meetings.

Section 1. Annual Meeting. An annual meeting of this club shall be held on the first Tuesday in December in each year, at which time the election of officers and directors to serve in the ensuing year shall take place.

Section 2. Weekly Meetings. Regular weekly meetings of this club shall be held on Tuesdays at 11:45 am (lunch hours) at an appropriate location to be designated by the Board of Directors.

Due notice of any changes in or canceling of the regular meetings shall be given to all members of the club. A change in time or place or cancellation of a meeting can be at the direction of the president or the board of directors.

All members excepting an honorary member (or member excused by the board) in good standing in this club, must be counted as present or absent, and the attendance must be evidenced by the member's being present for at least 60 percent of the time devoted to the regular meeting, either at this club or any other Rotary club or other Rotary function counted as a "makeup".

Section 3. Quorum. One-third of the regular membership shall constitute a quorum at the annual and regular meetings of this club. A quorum of the board of directors shall be a majority of the board.

Section 4. Regular meetings of the Board shall be monthly and held on the second Wednesday of the month (or as prescribed by the Board and the president). Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon request of two of the directors, due notice having been given.

Article 6. Fees and Dues. The membership dues shall be payable semi-annually or quarterly in an amount as the board may designate in consultation with the treasurer;

with due consideration to the dues required by the District or RI International. A portion of the dues paid semi-annually being applied to each members' subscription to the RI official magazine.

Article 7. Method of Voting. The business of the club shall be transacted by viva voce (vocal assent) vote except the election of officers and directors which shall be by ballot - unless there is a motion for a unanimous ballot on a slate of officers.

The board may determine that a specific resolution be considered by ballot rather than by viva voce.

Article 8. Four Avenues of Service. The four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. The Avenues of Service are: Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article 9. Committees.

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president elect, president and immediate past president should work together to insure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency.

The president elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. Standing committees should be appointed as follows:

* Membership – This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

* Club Public Relations – This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

* President's Council – This committee should conduct activities associated with the effective operation of the club; committee should give advice and counsel to the president and officers as needed or take on special projects.

* Service Projects – This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

* The Rotary Foundation – This committee should develop and implement plans to support the Rotary Foundation through both financial contributions and program participation.

Additional Ad Hoc committees may be appointed as needed.

- a) The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.
- b) Each committee shall transact its business as is delegated to it in these 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 committees shall not take action until a report has been made and approved by the board.
- c) 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.

Article 10. Duties of Committees.

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials. The service projects committee will consider four avenues of service when developing plans for the year.

Each committee shall 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 shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates and goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 11. Leaves 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 a specified length of time. *(Note: such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give a club credit for the member's attendance. Unless a member attends a regular meeting of some other club, the*

excused member must be recorded as absent except that absence authorized under the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 12. Finances.

Section 1. Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes unless otherwise ordered by the board.

Section 2. The treasurer shall deposit all club funds in a bank, named by the board.

Section 3. The treasurer (or other authorized officer) shall pay all bills of the club and report monthly expenditures to the board, with the board reviewing and approving the expenditures as appropriate. The treasurer shall follow the direction and policies of the board as related to budgeting, investments, and expenditures.

Section 4. Officers having charge or control of club funds shall be bonded as required by the board for the safe custody of the funds of the club, cost of the bond to be borne by the club.

Section 5. The fiscal year of this club shall be from July 1 to June 30, and the annual collection of dues and fees shall be made quarterly, including per capita dues and official RI magazine subscription costs as directed by the board, the District or RI.

Article 13. Election of Members.

Section 1. The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2. The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3. The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary of its decision.

Section 4. If the decision is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following

which the prospective member shall 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 5. If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following the publication of information about the prospective member, that person shall be considered elected to membership in the club.

If such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite objection, the proposed member shall be considered elected to membership.

Section 6. Following election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president assign a new 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 7. The club may elect in accordance with the standard Rotary club constitution honorary members proposed by the board. The club may also recognize "Senior Active" members as directed by the board. "Senior Active" members are retirees and only pay for their meals when they are in attendance at club meetings; they do pay regular dues.

Article 14. Resolutions.

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board of directors. Such resolution or motion, if offered at a club meeting, shall be referred, without discussion, to the board, which after given consideration to the matter, shall submit its recommendations to the club. Having received recommendations of the board, the club may then proceed to take such action as may seem proper to the majority.

Article 15. Order of Business.

Meeting called to order

Introduction of visiting Rotarians and guests

Reading of correspondence or announcements by committee chair and/or others

Any unfinished business

Any new business

Address/Program

Adjournment

Article 16. Amendments to These Bylaws

These bylaws can be amended at any regular meeting, a quorum being present, by a two-thirds vote of all the members present, provided that notice of such proposed amendment has been mailed or otherwise distributed to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of Rotary International.