



Missoula Sunrise Rotary

By-Laws

Revised 2015

## 1. Bylaws Goal

To ensure a strong, vital club that meets the Rotary goal of *Service Above Self*.

## 2. Definitions

*Diversity*: a mix of ages, gender, heritage and classifications.

*Member in good standing*: a member who attends 60% of club meets and has paid dues and fees up to date.

*Simple majority*: 50% plus one of those members in attendance at any club meeting. A simple majority is required to conduct business unless otherwise specified in these by-laws.

## 3. The Constitution and Bylaws of Rotary International

The constitution and bylaws of Rotary International have supremacy over these by-laws.

## 4. Compliance with Bylaws

The Board of Directors shall be responsible for ensuring that the club is in compliance with these bylaws at all times. These bylaws shall be kept current on the club web page so all members have access to up-to-date information. A copy of current Bylaws shall be inserted into the back of each member's Membership Guide along with other pertinent club information.

## 5. Election of Directors and Officers

- a. ***Oath***: At the annual change-over meeting, officers and directors shall take an oath to perform their duties and to put Sunrise Rotary above any other civic duties during their term in office.
- b. ***Qualifications***: A member must be in good standing to be an officer or director. Candidates for President-Elect and President must have attended President Elect Training Seminar (PETS) before taking office, if PETS is available to them.
- c. ***Procedure***: A nominating committee consisting of current President, President-Elect and one (1) other Board Member shall be established by November 1<sup>st</sup> each year. Nominations shall be announced to the club one month prior to the annual meeting. Club members may also be nominated from the floor at the annual meeting. Officers and directors shall be voted on at the annual club meeting.
- d. ***Term of Office***: Officers and Directors, with the exception of the Secretary and Treasurer, shall serve for one year, commencing July 1<sup>st</sup> and continuing through

June 30<sup>th</sup> of the following year, or until a successor has been selected. The Secretary and Treasurer shall serve two-year terms.

## 6. Board of Directors

- a. **Goal:** Board membership should resemble overall club membership in terms of diversity. The Board shall consist of a President, President-Elect, President-Elect Nominee, Immediate Past President, Advisor to the Board, Secretary, Treasurer, Rotary Foundation Chair, Public Relations Committee Chair and Service Projects Chair.
- b. **Progression:** Members in line to become President of the club shall progress through the following offices: President-Elect Nominee, President-Elect and President.
- c. **Terms of Service/Removal:** No other officer or director may serve more than ~~one term~~ *two consecutive terms* without sitting out for one term. If the President fails to complete his or her term of office, the President-Elect shall complete that term and then serve one full year as President. Likewise, the President-Elect Nominee shall become the President-Elect and serve in that capacity until he or she progresses to President, and a special election shall be held to elect a new President-Elect Nominee, in accordance with the usual procedure for election of officers and directors.
- d. **Advisor to the Board:** The Advisor to the Board shall be elected by the Past-Presidents Committee and have the following principal responsibilities:
  - a. to inform the Board when a Board action is contrary to these Bylaws
  - b. to provide advice to the President of the Board including reflections on the performance of individual Board members
  - c. to recommend removal of a Board officer or director to the Past-Presidents Committee
  - d. to bring past club experience to Board deliberations to aid them in decision making

## 7. Removal of Directors and/or Officers

Failure to attend two-thirds of regularly scheduled Board meetings may result in removal from office for the President-Elect Nominee, President-Elect or the President. Failure of the President-Elect to attend PETS may result in removal from office. An affirmative vote of two-thirds of the members in good standing of the Past President Committee shall be required to remove an officer or director from office. In the event any officer or director is removed from office, the Board shall put forth a nominee to replace that person, and club members may also be nominated by the membership. Election of the replacement director or officer shall be held at any regular club meeting, upon the membership having been advised of such election at least two weeks in advance.

## 8. Club Membership

The club membership goal is to seek a membership that includes women, younger members and minorities as reflected in the Missoula area business and professional community. By accepting membership and paying the required fees and dues, a member accepts the principles of Rotary and these bylaws and agrees to abide by them. Rotarians transferring from other Rotary clubs shall be selected by the same admissions process as non-Rotarians. It is the responsibility of all members to read club bylaws.

There are two forms of club membership, Active and Honorary. An active member may not belong to another service club and must be in good standing. Members are expected to maintain a 60% attendance record and to take part in club activities when possible. An Honorary Member must be selected by a simple majority vote of all members of the Board of Directors at a regular Board Meeting. The term of membership for an Honorary Member will be fixed by the Board of Directors and will expire the same date the current term for officer and directors expires, except that the Board may vote to extend the term annually. Honorary Members are exempt from payment of admission fees and dues, have no voting privileges and are not eligible to hold any club office. Honorary Members are nonetheless expected to defray any expense the club incurs on their behalf. This means, for example, if an Honorary Member attends breakfast or the Anniversary Dinner, they must pay the standard charge for the event.

## 9. Termination of Membership

Any member not in good standing may be removed from the membership by majority vote of all members of the Board of Directors, and in compliance with the Rotary International Club Constitution, Article, 11, accessible at [www.rotary.org](http://www.rotary.org).

## 10. Method of Electing New Members

Any club member wishing to sponsor a prospective member shall present a completed new member application to the club Membership Committee Chair. The Membership Committee Chair shall ensure that the name of the prospective member and his or her sponsor is sent to all club members for a minimum of two weeks prior to induction. A request for comments by members should be included in these communications, asking any club member who wishes to do so to report their comments to the President. If there are no adverse reports to the President, the new member is eligible for membership, three weeks after receipt of the New Member application. Potential members must be persons of good standing in the community. The Board shall vote on whether to accept all new members and its decision shall not be subject to appeal.

## 11. Duties of Officers

- a. **President:** The President presides at club and board meetings and provides leadership and direction for club activities. The President is automatically an

ex-officio member of all committees except the Past Presidents Committee. At the first club meeting following the change-over meeting, the President shall address the club and present his or her vision for the club for his or her term of office, together with his or her specific goals or projects to be achieved during that term.

- b. **President-Elect:** The President-Elect presides at the club and board meetings in the absence of the President; chairs the Membership Committee, unless another member is elected as Membership Committee Chair as part of the slate of elected officials, and performs any other duties assigned by the President. The President-Elect shall work on formulating goals and objectives for his/her term of office as President. At the beginning of each Rotary year, the President-Elect shall work with the Treasurer to prepare a budget for that year.
- c. **President-Elect Nominee:** The President-Elect Nominee chairs the Program Committee unless another member is elected as Program Committee Chair as part of the slate of elected officials and carries out any other duties assigned by the President.
- d. **Secretary:** The Secretary chairs the Club Administration Committee. It is the duty of the Secretary to keep attendance at meetings, to keep membership records and file the required reports with Rotary International. It is the Secretary's responsibility to record and publish the minutes of all board meetings.
- e. **Treasurer:** The Treasurer shall issue bills for dues and collect any other monies owned the club, secure club funds, prepare an accounting for all funds held on hand and for all funds expended by the club, and deposit all funds in a depository approved by the Board. All payments made by the Treasurer will be by check, and all checks issued will be supported by an invoice. The Treasurer will file the club tax form 990 by November 15<sup>th</sup> each year. The Treasurer will also balance the club checking account monthly. The Treasurer shall keep a record and file the required reports for all member contributions to become a Paul Harris Fellow or a Sustaining Paul Harris Fellow. A monthly statement of monies expended and income received in the Rotary year to date will be provided to all Board members and shall be available to all members on the club website. At the beginning of each Rotary year, the Treasurer shall work with the President-Elect to prepare a budget for the year and present it to the Board for approval. If the Treasurer is leaving office, the Treasurer and the incoming Treasurer shall both contribute to developing the budget.

## 12. Meetings

Regular club meets are held each Wednesday, at 7:15am, at a place designated by the Board of Directors. An annual meeting to elect officers and directors shall be held in the third week of January each year. Other meetings, such as an Assembly or Orientation, may take place at other times and on other days. All votes will be voice votes or at the request of the President, a show of hands. A simple majority of club members present at a meeting shall be necessary to carry any motion or resolution.

### 13. Sergeant at Arms

The President shall appoint a Sergeant at Arms for his/her term. The Sergeant's duties include greeting everyone who attends a club meeting, noting the names of visitors and announcing them at the appropriate time, preparing the meeting room and breaking down the meeting room after the meeting.

### 14. Dues and Fees

Every member shall pay an admission fee and annual dues. Any member who has not paid their dues and does not have a payment plan approved by the President within six months of a billing date shall forfeit membership.

### 15. Five Avenues of Service

The Five Avenues of Service are philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, International Service, and Youth Service. This club will be active in each of the Five Avenues of Service.

### 16. Committees

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. 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. It is recommended that each committee chair have previous experience as a member of that committee.

Standing committees are as follows:

- a. **Membership:** (Chaired by the President-Elect, unless another member has been elected as chair, per section 11.B. However, President-Elect maintains responsibility of the Committee and assigned duties.)

This committee shall develop and implement a comprehensive plan for the recruitment and retention of members. The Membership Committee shall ensure all new members are encouraged to review these bylaws.

- b. **Public Relations:** (Chair serves on the Board of Directors)

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.

c. ***Administration and Finance:*** (Chaired by Secretary)

This committee shall conduct activities associated with the effective operation of the club.

d. ***Service Projects:*** (Chair serves on the Board of Directors)

This committee shall develop and implement educational, humanitarian, *youth* and vocational projects that address the needs of its community and communities in other countries.

e. ***The Rotary Foundation:*** (Chair serves on the Board of Directors)

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

f. ***Programs:*** (Chaired by the President-Elect Nominee, unless another member has been elected as chair, per section 11. B. However, President-Elect maintains responsibility of the Committee and assigned duties.)

This committee shall plan and publish a list of programs two months in advance. These programs should be varied and planned with a view to keeping club members current on important activities, events and issues of relevance to Rotary.

Additional ad hoc committees may be appointed as needed.

General provisions for standing committees:

- 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 the business delegated to it in these bylaws and such additional business as may be referred to it by the President or the Board.
- c. Each committee chair shall be responsible for calling and conducting regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report all committee activities to the Board.
- d. The business of all standing committees, and that of any ad hoc or sub-committees, shall be conducted consistent with the guidelines articulated

in The Club Committee Manual, available on the Rotary International website, [www.rotary.org](http://www.rotary.org).

**Past Presidents Committee:** Each club member who has served as President of a Rotary Club for one full year term and is a member in good standing shall be eligible to be a member of the Past Presidents Committee. Committee members shall elect a committee chairperson to conduct committee meetings and bring such issues before the committee as are required by these bylaws. The meeting schedule shall be established by a simple majority vote of committee members.

The committee shall:

- a. Review all bylaw changes before submission to the Board of Directors and the general membership.
- b. Appoint a member to serve as Advisor to the Board of Directors.
- c. Vote on the removal from office of any officer or director alleged to be unsuited for continuing in office. Any such vote shall be by secret ballot, and there shall be no right to appeal the decision.

## **17. Duties of Committees**

The duties of all committees shall be established and reviewed by the President for his or her term of office. In declaring the duties of each, the President shall make reference to appropriate Rotary International materials. The Service Project committee will consider vocational service, community service and international service avenues 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 committees, mandates, goals and plans for presentation to the Board in advance of the commencement of the year he or she is to serve as President.

## **18. Harassment**

The Missoula Sunrise Rotary Club has adopted the Rotary District 5390 Policy for Prevention of Abuse and Harassment. The club shall at all times maintain a copy of that Policy and make every effort to ensure that all members are in compliance with it.

## **19. Bylaw Changes**

Any proposed bylaw changes shall be submitted in writing to the Chair of the Past Presidents Committee. In order for any change to become effective, the Past Presidents Committee must approve the proposed changes by a simple majority vote of its members, then the changes shall be presented to the Board of Directors, approved by a simple majority vote of the Board, and finally presented to the general membership where such changes must be approved by a simple majority vote.