

BY-LAWS

ROTARY CLUB OF CLINTON, IOWA

ARTICLE I.

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. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

ARTICLE II.

Board

The governing body of this club shall be the Board, consisting of eleven to fifteen (11-15) members of this club, namely: President; Immediate Past President; President-Elect; President-Elect-Elect; Secretary; and Treasurer; and a minimum of five (5) other Rotary Club members that are duly elected by the Club's membership. It is recommended that the board positions consist of Directors for committees required by the Rotary International Constitution.

(Note: Required adoption of the Rotary International Constitution requires committees for Club Administration, Membership, Public Image, Rotary Foundation, and Service projects. Rotary District 6000 Recommends Service to Youth Director.)

ARTICLE III.

Election of Directors and Officers

Section One

The Nominating Committee shall be composed of the current Rotary board with recommendations from the Club membership. Nominating Committee will recommend nominees for the office of Director as set forth in Article II above. The Nominating Committee shall recommend individuals for only those positions that are to become available at the next general election. At the general election the President will announce those individuals recommended for a position as a member of the board of directors, and he shall ask for nominations from the floor. Any nominations from the floor shall be added to the list of directors who have been recommended by the Nominating Committee. Thereafter, the nominations duly made shall be placed before the membership and submitted to a vote of the member at the Annual Meeting. The vote shall take place verbally, unless there is a request to vote by secret written ballot, which can be requested by any member of the Club or Board of Directors at any time. The candidates for President, Vice-President, Secretary and Treasurer, President-Elect, President-Elect-Elect, and additional directors shall be elected by a majority of votes shall be declared elected to their respective offices. The elected officers shall take their title and positions on July 1st following the Annual Meeting. The Annual Voting Meeting must take place no later than December 31st

Section Two

The Secretary of the Corporation shall perform the duties of a Sergeant-at-Arms if and when any issues arise which would ordinarily be in the prescribed duties of an individual occupying the position of the Sergeant-at-Arms.

Section Three

A vacancy in the board, or in any office, shall be filled by action of the remaining Directors until the next Annual Meeting, at which time the position shall be filled as set forth in Article III, Section One.

ARTICLE IV.

Duties of Officers

Section One

President. It shall be the duty of the President to preside at meetings of the Club and the board and to perform other duties as ordinarily pertained to the office of President.

Section Two

Immediate Past President. It shall be the duty of the Immediate Past President to serve as a director and to perform such other duties as may be prescribed by the President or the Board.

Section Three

President-Elect and President-Elect-Elect: It shall be the duty of each of the Presidents-Elect to serve as a director and to perform such other duties as may be prescribed by the President or the Board.

Section Four

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, including the semi-annual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and pro-rated dues for active members who have been elected to membership in the Club since the start of the 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; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary. The Secretary shall also assume the duties of a Sergeant-at –Arms, when required.

Section Five

Treasurer. It shall be the duty of the Treasurer to have custody of all corporation funds, accounting for said funds to the Corporation annually and at any other time upon demand by the Board, and to perform other duties as pertains to the office of Treasurer. The Treasurer shall also send out statements for the club's dues (District and International) on a quarterly basis, and keep a record of each member's payments. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, and all other corporation property. The Treasurer is responsible for the preparation and filing of Club tax returns, and other official documents necessary to maintain the Club's non-profit status.

ARTICLE V.

Meetings

Section One

Annual Voting Meeting. An Annual Voting Meeting of this club shall be held no later than December 31st each year. The traditional Annual Meeting shall take place on the first Monday in July of each year marking the commencement of our Board of Directors.

Section Two

The regular weekly meetings of this club shall be held on Monday at 12:00 p.m. A notice of any changes in the dates of the regular meeting shall be given to all members of the corporation. All members accepting an honorary member (or member excused pursuant to the standard Rotary 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 60% 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 IX., Sections One and Two.

Section Three

One-third of the membership shall constitute a quorum at the Annual and regular meetings of this corporation.

Section Four

Regular meetings of the Board shall be held on the third Monday 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 to all Board Members and Officers.

Section Five

A majority of the Board of Directors shall constitute a quorum of the Board.

ARTICLE VI.

Fees and Dues

Section One

The membership dues shall be \$_____ per annum, payable as prescribed by the Board of Directors. A portion of each weekly meeting payment shall be applied to each member's subscription to the RI official magazine. The annual dues may be adjusted from time to time by the Board of Directors to meet the needs of the corporation.

ARTICLE VII.

Method of Voting

The business of this corporation shall be transacted by *viva voce* vote except when there is a request for a written secret ballot for the election of officers and directors. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote. (*Note: Viva voce vote is defined as when club voting is conducted by vocal assent*).

ARTICLE VIII.

Avenues of Service

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

ARTICLE IX.

Committees

Committees are charged with carrying out the annual and long-range strategies of the Corporation. The President and the President-Elect are responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting and planning meetings prior to the start of the year in office. It is recommended that the chair of a committee shall have previous experience as a member of the committee before he or she is assigned the duties of committee chairman. The committee chairman shall appoint a secretary for the purpose of taking minutes of regular meetings of the committee. The minutes of the meetings shall be preserved and passed on to the succeeding secretary. When feasible, committee members should be appointed to the same committee for three (3) years to ensure consistency. Standing committees should be appointed as follows:

- **Membership.** This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Public Image.** 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.
- **Administration.** This committee should conduct activities associated with the effective operation of the Club, including but not limited to, fellowship and programs.

- 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.
- Fundraising and Special Events: This committee is responsible for providing financial support and opportunities for support to the Club and Rotary Foundation. They should actively seek both new and continued support for fundraising activities and work closely with the Treasurer and President to establish action plans.
- Youth Services: This committee should develop and implement educational projects that address the needs of young people in the local community.

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 by these By-Laws 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 work of the committee, and shall report to the Board on all committee activities.

ARTICLE X.

Duties of Committees

The duties of all committees shall be established and reviewed by the President for his or her year. It is advisable that the President-Elect should make this information available to all members of the Board of Directors. In declaring the duties of each, the President shall reference appropriate RI materials and the 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, goals, and plans for presentation to the Board in advance of the commencement of the year as noted above.

ARTICLE XI.

Leave 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

no longer than twelve (12) months. *(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)*

ARTICLE XII.

Finances

Section One

Prior to the beginning of the corporation's fiscal year, or as soon after the commencement of the year as possible, 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 action of the Board. The budget shall be broken into two separate parts: one in respect to club operations and one in respect to charitable/service operations.

Section Two

The Treasurer shall deposit all corporate funds in the bank named by the Board. The corporation's funds shall be divided into two separate parts: Club operations and service projects.

Section Three

All bills shall be paid by the Treasurer or other authorized officer, and subsequently submitted to the Board of Directors at their next monthly meeting for review.

Section Four

A thorough review of all financial transactions of the corporation shall be made by two or more qualified persons at the request of the President, but not less than once every three years. The results of the review shall be reported to the Board of Directors.

Section Five

Officers having charge or control of corporate funds shall give bond as required by the Board for the safe custody of the funds, cost of bond to be borne by the corporation .

Section Six

The fiscal year of this corporation shall extend from 1 July to 30 June. The collection of membership dues shall be made quarterly. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of membership of the Club on those dates.

ARTICLE XIII.

Method of Electing Members

Section One

The name of a prospective member, proposed by an active member of the corporation, shall be submitted to the Board in writing through the club Secretary. A transferring or former member of another Rotary 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 Two

The Board shall ensure that the proposal meets all the qualification and membership requirements of the standard Rotary Club Constitution.

Section Three

The Board shall approve or disapprove the proposal within 30 days of its submission. A Membership Chair shall be appointed on an annual basis by the club President. At the time a new member is elected, the new member shall be assigned a mentor to orient him/her to the club's activities, rules and procedures.

Section Four

If the decision of the Board 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 members of the corporation.

Section Five

If no written objection to the proposal, stating reasons, is received by the Board by any member (other than honorary) of the corporation within seven (7) days following the publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership) as prescribed in these By-Laws, shall be considered to be elected to membership.

If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section Six

Following the election, the President shall arrange for the new member's induction. The Membership Chair shall arrange for the membership card, new member Rotary literature and assignment of the new member's mentor. The Secretary will report the new member information to RI and assign the new member to a committee, project or function.

Section Seven

The corporation may elect, in accordance with the standard Rotary Club Constitution, honorary members proposed by the Board.

ARTICLE XIV.

Resolutions

The corporation shall not consider any resolution or motion to commit the corporation on any matter until the Board has considered it. Such resolutions or motions, if offered at a regular meeting, shall be referred to the Board without discussion.

ARTICLE XV.

Order of Business

Meeting called to order.

Pledge of Allegiance to Flag

Invocation

Song

Correspondence, announcements and Rotary information

Committee reports, if any.

Unfinished business

New business.

Introduction of visitors.

Address or other program features.

Adjournment.

ARTICLE XVI.

Amendments

These By-Laws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed (or e-mailed) to each member at least seven (7) days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the standard Rotary Club Constitution and with the constitution and by-laws of RI.