**BYLAWS**

**OF**

**IOWA CITY A.M. ROTARY CLUB**

Amended and Restated

October 20, 2015

**ARTICLE I - BOARD OF DIRECTORS**

1.1 Number, Term. The governing body of the Club shall be its Board of Directors, which shall consist of twelve members in Good Standing (defined below), six of whom shall be the following titled positions -- President, President-Elect, Immediate Past-President, Secretary, Treasurer, Sergeant-at-Arms -- and six of whom shall be non-titled positions. The President, President-Elect and Immediate Past-President shall each serve a one-year nonrenewable term. The Secretary, Treasurer and Sergeant-at-Arms shall each serve a one-year renewable term. The non-titled Directors shall each serve a three-year nonrenewable term and shall be staggered so that there are typically two elected each year (more if needed to fill vacancies). After serving a full one-year term, the President shall be vacant from that office for at least one year. After serving a full three-year term, the non-titled Directors shall be vacant from that position for at least one year. The Secretary, Treasurer and Sergeant-at-Arms shall be appointed each year by the Board at its first meeting of the new year (July) and may be reappointed to an unlimited number of consecutive or non-consecutive one-year terms. All titled and non-titled Director terms shall coincide with the fiscal year of the Club, which shall end each June 30.

1.2 Nominations. At a regular Club meeting in November of each year, the Club Service I Committee shall prepare and distribute to the members a list of all eligible nominees from which the members shall vote for (i) three nominees for the position of President-Elect, and (ii) three nominees for each open position of non-titled Director (usually two open positions, but more if needed to fill vacancies). Members eligible for nomination to President-Elect shall be a current or past Director except the current President or President-Elect.

1.3 Selection of President-Elect. Following the above nomination vote by the members, the Club Service I Committee shall survey the President-Elect nominees, in descending order of votes received, to determine their qualifications and willingness to serve as President-Elect. If three nominees are determined to be qualified and willing to serve, their names shall be placed on the election ballot. If less than three nominees are determined to be qualified and willing to serve, then the qualified and willing nominee with the most votes received shall be appointed by the Board of Directors as the President-Elect for the following year, and shall automatically become the President the following year.

1.4 Selection of Non-Titled Directors. Following the above nomination vote by the members, the Club Service I Committee shall survey the non-titled Director nominees, in descending order of votes received, to determine their qualifications and willingness to serve as non-titled Directors. The names of those (three times the number of open positions) who are determined to be qualified and willing to serve shall be placed on the election ballot.

1.5 Election. On the second regular Club meeting in December of each year (unless changed after due notice), the Club Service I Committee shall prepare and distribute to the members an election ballot, which shall contain the names of (i) if applicable, pursuant to the above Section 1.3, the three nominees for President-Elect, and (ii) pursuant to the above Section 1.4, the nominees for non-titled Directors. If applicable, the nominee receiving the most votes for President-Elect shall be so elected for the upcoming fiscal year, and shall automatically become the President the following year. The nominees receiving the most votes for non-titled Directors shall be so elected for the upcoming three fiscal years. In the event of a tie, the nominee with the most tenure in the Club shall be elected.

1.6 Vacancies. A vacancy that occurs in the office of President shall be filled by the President-Elect. A vacancy that occurs in the office of President-Elect shall be filled by a special election held for that purpose and conducted according to the above procedures other than timing. A vacancy that occurs in a non-titled Director position shall be filled by the remaining Directors.

1.7 Meetings. The regular meetings of the Board shall be each month at the time and place as the Board determines in advance (without the requirement of notice, unless changed). In addition, special meetings shall be held whenever called by the President or upon the request of any two Directors (following at least two days’ notice). Notice may be given in any reasonable manner, including by electronic transmission. Directors may also waive notice of a meeting by attending the meeting. A majority of the Board members shall constitute a quorum, and a majority of the votes cast at a duly-constituted meeting shall be the act of the Board.

1.8 President. The President shall preside at meetings of the members and of the Board and shall perform such other duties as ordinarily pertain to the office.

1.9 President-Elect. The President-Elect shall preside at meetings of the members and of the Board in the absence of the President, and shall perform such other duties as ordinarily pertain to the office of vice-president. The President-Elect shall be the official delegate to the next annual convention of Rotary International and shall be entitled to receive an expense allowance in an amount determined by the Board. If the President-Elect does not attend such convention for any reason, the Board may name any alternate Director or member to attend such convention to represent the Club. The President-Elect shall initiate and supervise all fundraising events for the Club (currently including the Can-Do project).

1.10 Secretary. The Secretary shall keep the records of membership and meeting attendance, send meeting notices, record and preserve meeting minutes, submit reports to Rotary International and to the District, and shall perform such other duties as ordinarily pertain to the office.

1.11 Treasurer. The Treasurer shall have custody of all funds, account for them, and shall perform such other duties as ordinarily pertain to the office.

1.12 Sergeant-at-Arms. The Sergeant-at-Arms, for all regular Club meetings, shall (i) arrange for room set-up and tear-down (currently including dishwashing), and (ii) keep attendance.

1.13 Non-titled Directors. Each non-titled Director shall typically chair one of the standing committees, as appointed by the Board at its first meeting of the new year (July). Such committees are intended to implement the vision, mission and purposes of Rotary International and of the Club. Except where special authority is given by the Board, such committees shall not take action until approved by the Board. Each committee chair shall be responsible for the meetings and activities of the respective committee, supervise and coordinate the work of the committee, and report all committee activities to the Board. The President shall be an ex officio member of each committee and entitled to vote. The standing committees and their respective purposes shall be as described on the attached **Appendix A**. Without the necessity of Member approval or amendment to the body of these Bylaws, the Board may, from time to time: (i) appoint additional committees or decommission then-existing committees, and/or (ii) redefine the purpose of any committee. Any such revisions shall be reflected on a replacement Appendix A to be attached to these Bylaws.

**ARTICLE II - MEMBERS**

2.1 Regular Meetings. The regular Club meetings shall be held as the Board determines from time to time (currently at 7:00 a.m. on each non-holiday Tuesday).

2.2 Voting. No motions or resolutions shall be proposed by the members at a member meeting. Rather, matters shall initially be considered by the Board and then, if appropriate and necessary, submitted by the Board to the members for action.

2.3 Annual Meeting. The annual meeting for the election of titled and non-titled Directors shall be on the second regular Club meeting in December of each year (unless changed after due notice).

2.4 Requirements for Good Standing. To be considered a member in Good Standing, each member shall (a) attend a minimum of 60% of the regular Club meetings, and (b) timely pay all dues and charges. Make-up attendance may be acquired by attending, within 2 weeks of a missed meeting, (i) a Board meeting, a committee meeting, or a Club-sponsored activity, (ii) another Rotary club’s meeting, (iii) a Rotary District or Rotary International meeting or event, or (iv) any activity specifically approved in advance or in arrears by the Board.

2.5 New Members. Any current member in Good Standing is encouraged to invite suitable prospective members to attend regular Club meetings. If, after attending several Club meetings, a prospective member indicates an interest in joining the Club, the inviting member should provide the prospective member with (i) Club information (attendance, dues, structure, activities, etc.), and (ii) an application form. Such application form shall include criteria as determined by the Board from time to time for the purpose of predicting whether the prospective member is likely to be an active Club member who subscribes and contributes to the vision, mission and purposes of Rotary International and of the Club. The completed application form shall be submitted to the Secretary, who shall present it to the Board for consideration at an upcoming Board meeting. If approved by the Board, the prospective member shall be so notified and shall be inducted into the Club at an upcoming Club meeting.

2.6 Admission Fee, Dues and Meal Charges. The amount and timing of the admission fee, dues and meal charges shall be determined by the Board from time to time. Changes may be implemented at any time upon 90 days’ advance notice to the members. Failure to pay such dues and charges within 30 days after receiving an invoice (whether on paper or by electronic transmission), unless excused for good cause, shall render a member no longer in Good Standing and subject to membership termination at the discretion of the Board. There shall be no adjustments for unused meals.

2.7 Termination of Membership. A member shall be removed from membership under any of the following conditions:

* + 1. Death of the member.
		2. Written request by the member to the Secretary (whether on paper or by electronic transmission). The termination shall be effective when delivered unless the request specifies a later effective time.
		3. Optional vote of the Board after the member has not been in Good Standing (as defined above, because of delinquent attendance and/or dues) for at least three months. The Secretary shall make reasonable efforts to provide a pre-termination warning to the member, but failure to provide such warning shall not invalidate any such termination.

2.8 Leave of Absence. Upon the written request by a member, citing appropriate reasons and a proposed term not to exceed six months, the Board may approve a leave of absence for any member during which meal charges, but not membership dues, will be suspended. For good cause, the Board may grant an unlimited number of extensions of the leave of absence. Absences shall be counted against the member in the normal manner.

**ARTICLE III - FINANCES**

3.1 Budget. Prior to the beginning of each fiscal year (July 1), the President-Elect, working in conjunction with the Treasurer and the outgoing President, shall compile and submit a budget of estimated income and expenditures for the coming year to the incoming Board for its consideration and recommendations. At the first Board meeting of the new fiscal year, the new Board shall adopt a final budget which shall stand as the limit of expenditures for designated purposes unless otherwise modified by subsequent action of the Board.

3.2 Audit. An audit by one or more qualified persons shall be made each year of all of the Club’s financial transactions.

**ARTICLE IV - AMENDMENTS**

4.1 Amendments. The Articles or these Bylaws 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, by summary or by actual verbiage, has been provided to the members at least ten days before such meeting. Such notice may be given in any reasonable manner, including by electronic transmission.

These Amended and Restated Bylaws were duly adopted this October 20, 2015.

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Elizabeth Nichols, Secretary

**APPENDIX A**

**to the**

**BYLAWS**

**of**

**IOWA CITY A.M. ROTARY CLUB**

**STANDING COMMITTEES**

The standing committees of Iowa City A.M. Rotary Club and their respective purposes shall be as follows:

1. Club Service I: Arrange for regular Club meeting programs/speakers.
2. Club Service II: Plan Club social events (currently including Month Opener, Year-Ender, reception for grant recipients, and new-member orientation “Fireside Chat”).
3. Community Service: Apply for incoming Club grants; administer the outgoing community grants process (currently in conjunction with the Community Foundation of Johnson County).
4. International Service: Provide information and guidance regarding all Rotary International and District 6000 non-youth programs (currently including Polio Plus, Ambassadorial Scholars, Group Study Exchange, Rotary Foundation, Xiotepec, MOST, FAMSCO).
5. Membership/Vocational Service. Attract new members. Highlight the societal worthiness and ethical aspirations of vocations. Arrange logistics for regular Club meetings and for Board meetings. Oversee the Club website.
6. New Generations: Provide information and guidance regarding all Rotary International and District 6000 youth programs (currently including Interact, RYLA, Youth Exchange, Rotaract).

This Appendix A to the Bylaws of Iowa City A.M. Rotary Club was duly adopted this December 10, 2013.

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Elaine Shalla, Secretary