

# **Bylaws of the Rotary Club of Marshalltown, IA**

**Adopted at the annual meeting on November 21, 2017,**

**Effective January 1, 2018**

**Amended November 20, 2018 Effective January 1, 2019**

**Amended August 17, 2021; Effective August 17, 2021**

**Amended November 16, 2021; Effective November 16, 2021**

**Amended November 21, 2023; Effective November 21, 2023**

**Proposed November 19, 2024**

## **Article 1 Definitions**

1. Club: Rotary Club of Marshalltown, IA
2. Board: The club's board of directors
3. Director: A member of the club's board of directors
3. Member: A member is either Active, Corporate or Honorary.
4. Quorum: The minimum number of participants who must be present when a vote is taken:
  - ❖ Club decisions: one third of the club's members
  - ❖ Board decisions: a majority of the directors
5. RI: Rotary International
6. Year: The 12-month period that begins on July 1 and ends on June 30

## **Article 2 Board**

The governing body of this club is its board of directors, consisting of nine to fifteen club members, including the president, immediate past president, president-elect, president-elect-nominee, secretary, treasurer, at least two members from each meeting time and one to seven directors.

## **Article 3 Elections and Terms of Office**

Section 1 — At the first club meeting in October, the presiding officer shall appoint a nominating committee of five members, which shall be the President and the two living immediate past presidents, the president-elect and the president-elect nominee, to nominate candidates for president (i.e. current president-elect), president-elect (current president-elect-nominee), president elect-nominee, secretary, treasurer, sergeant-at-arms, and any open director positions.

No later than the first club meeting in November, the nominating committee will report to the members, specifying the names of its nominees. Additional nominations may be presented to the nominating committee by club members no later than five days prior to the annual meeting.

At the annual meeting, the third Tuesday in November, the nominating committee shall

present a list of nominees for officers and directors and provide written ballots for the election if there is more than one candidate for any position. The non-officer directors present at the meeting shall serve as judges for the election.

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

Section 3 — If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.

Section 4 — If any officer-elect or director-elect vacates a position before their term begins, the remaining members of the current board will appoint a replacement.

Section 5 — The terms of office for each role are:

President — one year

Immediate Past-President — one year

President-Elect — one year

President-Elect-Nominee — one year

Treasurer — one year

Secretary — one year

Sergeant-at-Arms — one year

Directors — two years

#### **Article 4 Duties of the Officers**

Section 1 — The president presides at club and board meetings.

Section 2 — The immediate past president may preside at club and board meetings when the president is absent and serves as a director on the board.

Section 3 — The president-elect prepares for his or her year in office, may preside at club and board meetings when the president is absent, serves as chair of the program committee and is an officer on the board.

Section 4 — The president-elect-nominee prepares for his or her year in office, may preside at club and board meetings when the president is absent, and is an officer of the board.

Section 5 — The secretary keeps membership and attendance records and is an officer of the board.

Section 6 — The treasurer oversees all funds and provides an annual accounting of them and is an officer of the board.

Section 7 — The sergeant-at-arms maintains order at club meetings.

Section 8 — A director attends board meetings.

#### **Article 5 Meetings**

Section 1 — The annual meeting of this club is held on the third Tuesday in November of each year at both the noon and extension group meetings to elect the officers and directors who will serve for the next Rotary year.

Section 2 — This club meets as follows: Tuesdays at 12:00 noon and on the first and third Tuesdays at 5:30. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — Board meetings are held on the first Monday of each month at 12:00 noon. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

## **Article 6 Member Billing and Collections**

Annual club dues are as established by the board and paid quarterly, ~~in advance~~. Club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

Members are billed on a quarterly basis for club meals at an amount established by the board regardless of attendance unless there is Board approval for a member not to be charged or they are a prospective member.

Members will be billed for meals the following quarter in the following circumstances:

- Senior Excused Members that RSVP or attend a noon meeting
- Extension Club Members that RSVP or attend a noon meeting
- Any member that RSVP or brings a guest to a noon meeting

**One Quarter Past Due:** At the time of quarterly billing if a member has not paid the prior quarter invoice they will receive the past due and the current invoice via US Mail or via a direct email if the mailing address is not current.

**Two Quarters Past Due:** At the time of quarterly billing if a member has not paid the past two quarter invoices they will receive all past due invoices and a letter requesting payment in full within 30 days via US Mail (even if they are signed up for email delivery) or via a direct email if the mailing address is not current.

**Board Action:** If payment has not been made in 30 days the Business Manager will contact the Club President to have this collection discussed at the next Board meeting. It is at the discretion of the Board, but unless there are special circumstances, membership will be terminated.

## **Article 7 Method of Voting**

The business of this club is conducted at both the noon and extension group meetings by voice vote, a show of hands, or electronic vote. In the event of more than one candidate for a position a ballot vote will be taken.

## **Article 8 Committees**

Section 1 — Club committees coordinate their efforts to achieve the club's annual and long-term goals. The Club should have the committees listed in article 11, section 7, of the Standard Rotary Club Constitution. Current Committees listed in this section include: (a) Club Administration; (b) Membership; (c) Public Image; (d) Rotary Foundation; and (e) Service Projects. The board or president may appoint additional committees as needed.

Section 2 — The president is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3 — Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

## **Article 9 Finances**

Section 1 — Before each fiscal year starts, the Treasurer prepares an annual budget of estimated income and expenditures which is presented to the Board for approval.

Section 2 — The Business Manager deposits club funds in a financial institution or institutions designated by the board. The Treasurer reconciles the bank accounts and prepares the financial statements.

Section 3 — Generally, bills to be paid are presented by the Business Manager, approved at the monthly Board and paid by the Treasurer. In the event that a bill needs to be paid between Board meetings the President and one other officer may approve the payment and it should be reported at the next Board Meeting

Section 4 — Following the completion of the year-end financial statements at least one club member will conduct a review of all the financial transactions and bank reconciliations. That member will provide a report to the Club President no later than October Board Meeting.

Section 5 — By June 30<sup>th</sup> each year the Board will approve the selection of the Firm to prepare and file the annual 990 Report. It is the preferred a member of Rotary be selected.

Section 6 —The treasurer shall annually provide via email club members with an annual financial statement & the approved budget for the following year.

Section 7 — The fiscal year is from 1 July to 30 June.

Section 8 — At or before the June meeting the Board will review current duties and approve the annual compensation for the Secretary and Business Manager for the following fiscal year.

## **Article 10 Method of Electing Members**

Section 1 — When a member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members the Board has three to five days to review the candidate's application and either reject or approve the membership.

Section 2 — With Board approval the club's general membership, approves or rejects the candidate's proposed membership within 10 days.

Section 3 — If the prospective member is approved, they are invited to join the club by the President.

## **Article 11 Corporate Memberships**

Section 1 — A corporate entity is eligible for membership through the existing member approval process.

Section 2 — One corporate designee will be listed as the official member of the Rotary Club of Marshalltown and will be included in the club roster as the primary designee of the named eligible corporation.

Section 3 — Voting by the corporate member will be as an active member, with one vote per corporation.

Section 4 — Only the corporate designee from a corporate membership is eligible to hold office.

Section 5 — The financial obligations of a corporate member shall be as follows:

- a. RI dues: Payable for each corporate designee as stipulated in RI Bylaws 18.030.
- b. Marshalltown Rotary Club dues: Corporate dues as determined by the Board of Directors.
- c. Corporate members will be charged for one meal per meeting and for any additional attendees at a meeting.

## **Article 12 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 days before the meeting, having a quorum present for the vote, and having 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.

## **Article 13 Policies and Procedures**

The board may also establish policies and procedures from time to time, that are consistent with the Standard Rotary Club Constitution and these bylaws, to assist in the efficient administration of the club.

## **Article 14 Extension Group**

Section 1 – Definition – The Extension Meeting provides an alternative meeting time for all members of the Rotary Club of Marshalltown and follows the by-laws of the Marshalltown Club. Service projects and fundraising efforts will be a collaborative effort between the Noon and Extension Rotary groups. Extension Group Rotarians will participate in all committees that are associated with the Rotary Club of Marshalltown.

Section 2 – Dues – All Extension Group Members who pay dues are considered full Rotary members of the Rotary Club of Marshalltown. Extension member dues are congruent with all dues paid by the members of the Rotary Club of Marshalltown, excluding meals. When an Extension Club member attends a noon meeting, they will be billed for the meal.

Section 3 – Leadership – The Extension Group will select their own chairperson (unless the President is a member of the Extension Group), recorder, and program chair following the timeline in the by-laws for election of officers and directors (see Article 3)

Section 4 – Duties –

- Chairperson will preside over the meetings.
- Recorder – Will take notes at the Extension Group meetings and provide a summary to the club President.
- Program Chair – Work with designated members to schedule programs.
- At least two members of the Extension Group will serve on the Board. It is preferred that the Chairperson serve on the Board.

Section 5 — The terms of office for each role are:

Chairperson— one year

Recorder — one year

Program Chair — one year

Section 6 – Meetings – The Extension Group will determine their own programs and location.

Section 7 - Voting – As Rotarians, the Extension Group will have the same voting rights pertaining to all elections and other general voting opportunities involving the Rotary Club of Marshalltown.