

**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**

**Article 1 Definitions**

1. Board: The club's board of directors
2. Director: A member of the club's board of directors
3. Member: A member of the club, other than an honorary member
4. Quorum: The minimum number of participants who must be present when a vote is taken:  
one-third of the club's members for club decisions and a majority of the directors  
for club board decisions
5. RI: Rotary International
6. Year: The 12-month period that begins on 1 July

**Article 2 Board**

The governing body of this club is its board of directors, consisting of nine to twelve (9-15) club members, including the president, immediate past president, president-elect, president-elect-nominee, secretary, treasurer, and three to six (3-9) 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 nominating committee shall propose 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, the remaining members of the board-elect 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 serves as a director on the club board.

Section 3 — The president-elect prepares for his or her year in office, presides at club and board meetings when the president is absent, and serves as a director.

Section 4 — The president-elect-nominee prepares for his or her year in office, presides at club and board meetings when the president and president-elect are absent, and serves as a director.

Section 5 — The secretary keeps membership and attendance records.

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

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

Section 8 — A director attends club and board meetings.

#### **Article 5 Meetings**

Section 1 — An annual meeting of this club is held at the third regular meeting of November of each year 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. 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 Dues and Meals**

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 also billed for club meals at an amount established by the board, unless excused. The amount is also paid quarterly, in advance, and is due regardless of attendance.

## **Article 7 Method of Voting**

The business of this club is conducted by voice vote, a show of hands, or electronic vote, except in the election of officers and directors, which is conducted by ballot if there is more than one candidate for any position. The board may also provide ballots for votes on resolutions.

## **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 board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 4 — A qualified person conducts a thorough annual review of all financial transactions.

Section 5 — Club members will receive an annual financial statement of the club.

Section 6 — The fiscal year is from 1 July to 30 June.

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

Section 1 — A member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members.

Section 2 — The board, after consulting the club's general membership, approves or rejects the candidate's proposed membership within 30 days and notifies the proposing member of its decision.

Section 3 — If the board approves the candidate's membership, the prospective member is invited to join the club.

## **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.

#### **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.