

Bylaws of the Rotary Club of Edina Morningside

Rotary ID number: 26855

Article I Definitions

Board: The Board of Directors of this club.

Committee: A logical area of service required by the Club to conduct club operations and to otherwise remain consistent with the structure, goals and objectives of Rotary International.

Committee Chair: A club Member elected to manage a Committee. Committee Chairs shall be positions approved by a majority vote of the Officers, typically consisting of Community Service, Vocational Service, International Service, Club Service, New Generations Service, Membership, Public Relations, EMRC Foundation, Rotary International Foundation and any other Committee Chair as approved by the Officers of the Club.

Director: A member of this Club's Board of Directors.

District: Rotary District 5950

Foundation: Edina Morningside Rotary Club Foundation, a 501 (c) (3) organization.

Member: A member, other than an honorary member, of this club.

Officer: President, Vice-President/President-Elect, Secretary, Treasurer, and immediate Past President/foundation liaison.

RI: Rotary International.

Year: The twelve-month period that begins on 1 July.

Article 2 Board of Directors

The governing body of this club shall be the Board of Directors consisting of 5 Officers of this Club, namely, the President, Vice-President/President-Elect, Secretary, Treasurer, and immediate Past President/foundation liaison. At the discretion of the Board, also added to the Board of Directors can be the Committee Chairs elected in accordance with article 3, section 1 of these bylaws.

Article 3 Election of Directors and Officers

Section 1 – Nominations: ~~At a regular meeting at least one month but not more than 2 months prior to the meeting for before elections,~~ election of Directors and Officers, the presiding Officer shall ask for nominations by Members of the Club for President, Vice-President, Secretary, Treasurer, and any other directors positions as approved by the Board as being open for election. The Board of Directors positions are assumed to be a 1-year commitment. The Officer positions are assumed to be a 4-year commitment, with the progression of positions from Secretary, to Vice President/President Elect, to President and to Past President/foundation liaison with each office being held for one year. Elections will also be held for the Committee Chairs of Community Service, Vocational Service, International Service, Club Service, New Generations Service, Membership, Public Relations, EMRC Foundation, Rotary International Foundation and any other Board Service Chair as approved by the Officers of the Club.

~~The nominations may be presented by a nominating committee, by members from the floor, by the president, or by a combination as the Board and club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall~~

~~be voted for at the annual meeting. The candidates for office receiving a majority of the votes shall be declared elected to their respective offices. The candidate for president elected in such balloting or by progression of the Board as described above shall be the president nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year. The president nominee shall take the title of president-elect on 1 July in the year prior to taking office as president.~~

Section 2 – Elections: The candidates for office receiving a majority of the votes at the annual meeting shall be declared elected to their respective offices. The candidate for president elected in such balloting or by progression of the Board as described above shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year. The president-nominee shall take the title of president-elect on 1 July in the year prior to taking office as president. ~~The Officers and Committee Chairs, so elected, shall constitute the Board.~~

Section 3 – Vacancies: ~~A Director vacancy in the Board (any Director, Officer or Committee Chair) shall be filled by majority vote of the remaining Directors. If any Officer or Board Member vacates his or her position, the remaining members of the Board will appoint a replacement.~~

Section 4 – Elect Vacancies: A vacancy in the position of any Officer-Elect, ~~Committee Chair-Elect~~ or Director-Elect shall be filled by action of the remaining directors-elect.

Section 5 – The terms of office for the President, Vice-President, Secretary, and Past-President is one year. Under unique circumstances, the President is limited to two consecutive terms in office.

Article 4 Duties of Officers

Section 1 – 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 pertain to the office of President.

Section 2 – Vice President/President-elect. It shall be the duty of the Vice President/President-Elect to prepare for his or her year in office and to preside at meetings of the Club and the Board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

Section 3 – Past President/Foundation Liaison. It shall be the duty of the Past President/Foundation Liaison to manage District relations and to serve as a liaison to the EMRC Foundation with respect to raising Foundation funds, reporting back to the Foundation how the Club wishes to distribute the Foundation funds and reporting to the Club the state of Foundation finances and other relevant matters.

Section 4 – 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 semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the Club since the start of the July or January semiannual 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.

Section 5 – Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertain to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming treasurer or to the President all funds, books of accounts, or any other Club property. The Treasurer position is a two (2) year commitment. The Treasurer shall work in good faith to train and transition the new Treasurer during the three (3) month period immediately following retirement.

Section 6 – Director: a director attends Board meetings.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this Club shall be held each year during the month of June, at which time the election of officers and directors to serve for the ensuing year shall take place. One-third of the membership shall constitute a quorum at the annual meetings of this Club.

Section 2 – The regular weekly meetings of this Club shall be held on Tuesday mornings at 7:30 a.m. Due-Reasonable notice of any changes ~~in~~ or ~~canceled-cancellation~~ of the regular meeting shall be

given to all members of the Club. ~~All members excepting an honorary member (or Member excused pursuant to the standard Rotary Club 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 sixty (60) percent 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 9, sections 1 and 2.~~

~~Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.~~

~~Section 4-3 – Regular meetings of the Board shall be held 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.~~

~~Section 5-4 – A majority of the Directors shall constitute a quorum of the Board.~~

~~Section 5 – The Club may determine to form a Satellite Club to hold regular weekly meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings. This Satellite Club will be governed according to the Club Constitution, article 14, Section 6.~~

Article 6 Fees and Dues

~~Section 1 – The admission fee shall be \$100 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary Club constitution, article 11, set by a majority vote of the Board. Transferring or former members, Rotary alumni, or others as determined by the Board will not be required to pay the admission fee.~~

~~Section 2 – The membership dues shall be determined by a majority vote of the Board, payable quarterly on the first day of each quarter, with the understanding that a portion of each payment shall be applied to Rotary International and District per capita dues, Club fees, each member's subscription to the RI official magazine, and any other Rotary or District per capita assessment.~~

Article 7 Method of Voting

The business of this Club shall be transacted by ~~viva voce~~^{voice} vote or a show of hands except the election of Officers, Committee Chairs and Directors, which shall be by ballot in the event there are multiple nominations for a single Board position. The Board may ~~determine that a specific resolution be considered by ballot rather than by viva voce vote~~ also provide a ballot for a vote on some resolutions. ~~(Note: Viva voce vote is defined as when Club voting is conducted by vocal assent.)~~

Article 8 Five Avenues of Service

The Five 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 Generation Service. This Club will be active in each of the Five Avenues of Service.

Article 9 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 two years to ensure consistency. The Committee Chair is responsible for appointing Committee members ~~to fill vacancies~~ and conducting planning meetings prior to the start of the year in office. ~~It is recommended that the Committee Chair have previous experience as a member of the committee.~~ Standing Committees should be appointed as follows:

- **Vocational Service**

This Committee develops and implements the opportunities that each Rotarian has to represent the dignity and utility of one's vocation as an opportunity to serve society. Rotarians promote and foster high ethical standards in business and professions and promote the recognition of the worthiness of all useful occupations. Rotarians strive to promote the ideal of service in their personal, business, and community lives.

- **International Service (World/Global)**
This Committee develops and implements the advancement of international understanding, goodwill, and peace. International service projects are designed to meet the humanitarian needs of people in many lands, with particular emphasis on the most underprivileged children and families in developing countries.

- **Community Service**
This Committee develops and implements activities that improve the quality of life in our community. Particular emphasis is given to helping children, needy families, the aged, the handicapped, and the most in need of assistance.

- **Club Service**
This Committee develops and implements interesting and fun club meetings. It organizes the activities necessary to make the Club function successfully and reach goals by assisting the members to serve through various duties.

- **New Generations Service (Youth)**
This Committee develops and implements the involvement of youth and young adults in leadership, involvement in service projects and exchange programs that enrich and foster world peace and cultural understanding. Development programs include Rotary Youth Exchange, Camp Enterprise, Rotaract, Interact, and Rotary Youth Leadership Awards.

- **Membership**
This Committee develops and implements a comprehensive plan for the recruitment and retention of members. A thriving club is anchored by strong relationships and an active membership development plan.

- **Public Image**
This Committee develops and implements plans to provide the public with information about Rotary and promote the Club's service projects and activities.

- **The Rotary International Foundation**
This Committee develops and implements plans to support The Rotary International Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be ex officio a 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 in these bylaws 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 Committee Chair shall be responsible for regular meetings and activities of the Committee, shall supervise and coordinate the work of the Committee, and shall report to the Board on all Committee activities.

(d) Each Committee Chair shall be responsible for preparing a Committee budget to be presented to the Board by ~~July 31~~the June Board meeting, of the Year.—The Budget should reflect all revenues and expenses the Committee plans to receive or incur during the Year.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A Club may develop a different committee structure as needed.)

Article 10 Duties of Committees

The duties of all Committees shall be established and reviewed by the President for his or her Year. In declaring the duties of each, the President shall reference to appropriate RI materials.

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 Committee Chair 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 11 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 a specified length of time.

(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 12 Finances

Section 1 – Prior to the beginning of each fiscal year, 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 of Club operations and one in respect of Foundation charitable/service operations.

Section 2 – The treasurer shall deposit all Club funds in a bank, named by the Board. The Club funds shall be accounted for based on standard Club operations and various Committees and service projects.

Section 3 – All bills shall be paid by the Treasurer, the Club Administrator, or other authorized Officer only when approved or reviewed by at least one other Officer or Director.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Officers having charge or control of Club funds shall give bond as required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 6 – The fiscal year of this Club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. 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 the membership of the Club on those dates.

Article 13 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board in writing, through the Club Administrator. A transferring or former member of another 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 2 – The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Club Administrator, of its decision.

Section 4 – 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 permit his or her name and proposed classification to be published to the club.

Section 5 – If no written objection to the proposal, stating reasons, is received by the Board from any member ~~(other than honorary)~~ of the club within seven (7) days following initial publication of

information about the prospective member, that person, ~~upon payment of the initiation fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.~~ the prospective member is invited to join the club. 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 initiation fee (if not honorary membership),~~ shall be considered to be elected to membership.

Section 6 – Following the election, the President shall arrange for the new member's induction, membership certificate, and new member Rotary literature. The Club Administrator will report the new Member information to RI and the President will assign a Member (Mentor) to assist with the new Member's assimilation to the club as well as assign the new Member to a club project or function.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

Article 14 Resolutions

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

Article 15 Order of Business

Meeting called to order.
Introduction of visitors.
Correspondence, announcements, and Rotary information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article 16 Club Administrator

The Board may hire a Club Administrator to carry out day to day duties in an efficient manner. These include, but are not limited to: dues billing, attendance, newsletter distribution, accounts receivable, etc. This Club Administrator shall report to the President. Compensation for the Club Administrator shall be included in the approved annual budget.

Article 17 Amendments

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 shall have been e-mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary Club Constitution, ~~and~~ with the RI Constitution and Bylaws, and the Rotary Code of Policies.

Amended June 25, 2013, 2019