

Bylaws of the Rotary Club of Kalispell, Montana

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 July 1st.

Article II Board

The governing body of this club shall be the board consisting of fourteen members of this club, namely, nine directors elected in accordance with article III, section 1, of these bylaws, and the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

Article III Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for President-elect, Secretary, Treasurer, and three Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to have 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 President-elect, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three candidates for Director receiving the most votes shall be declared elected as Directors. They shall serve for a term of three years commencing on the first day of July following the election. The candidate for President elected in such balloting shall serve as President-elect for the year commencing on the first day of

July following the election, and shall assume office as President on the first day of July the year thereafter.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the Board. At its first meeting, the new Board shall appoint some member of the club as sergeant-at-arms and shall appoint assistants as needed.

Section 3 – A vacancy in the Board, or any office, or in the position of any officer-elect or director-elect, shall be filled by action of the remaining members of the Board.

Article IV 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 – *President-elect*. It shall be the duty of the President-elect to serve as a Director, to lead meetings in the President’s absence, and to perform such other duties as may be prescribed by the President or the Board.

Section 3 – *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, and prorated reports on 1 October and 1 April of each active member who has 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 4 – *Treasurer*. It shall be the duty of the Treasurer to have custody of all club funds, (see Article XIII, Section 2) accounting

for them to the club annually and at any other time upon demand by the Board, and to perform other duties as pertains 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, and any other club property.

Section 5 – *Sergeant-at-Arms*. The duties of the Sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

Article V Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club shall be held on the second Thursday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Thursday at 12:00 Noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

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

Section 4 – 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.

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

Article VI Fees and Dues

Section 1 – The admission fee shall be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be paid quarterly with the

understanding that a portion of the dues paid each year shall be applied to each member's subscription to the RI official magazine and that a portion of the dues shall be applied as a contribution by the club to the Flathead Rotary Foundation.

Section 3 – The dollar amount of fees and dues and the application of these amounts shall be as prescribed by the Board.

Article VII Method of Voting

The business of this club shall be transacted by viva voce vote except the election of officers and directors, which shall be by ballot (unless there exists only one candidate per office). The Board may determine that a specific resolution be considered by ballot rather than by viva voce vote.

Article VIII Four Avenues of Service

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

Article IX Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four 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 three years to ensure consistency. The President is responsible for appointing committee members, filling vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees shall be:

- Membership - This committee should develop and implement a comprehensive plan for the recruitment, retention and induction of new members.

- Public Relations - 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 develop and implement strategies for the implementation of the club's goals. The Administration Committee shall function through its sub-committees whose functions are explained in those sub-committees name. These sub-committees are:
 - Budget and Finance;
 - Meeting Programs
 - Attendance
 - Sergeant at Arms
 - Nomination
 - Risk Management
 - Thought for the Day
 - Music; and
 - Bylaws
- Fundraising, Fellowship, Special Events and Club Service - This committee deals with projects described in the committee's name.
- International Service - This committee is responsible for the club's international projects, including grant recommendations and management.
- The Rotary Foundation - This committee has oversight of the club's and its members' contributions to the Rotary International Foundation.
- Youth Services/New Generation - This committee supervises the club's activities which focus on the community's youth. Examples include Rotary basketball, the Boy Scouts, RYLA, the dictionary project, student guests and high school scholarships.
- Contribution – The mission of this committee is set and in paragraph five of the Board Policy Decisions of the Rotary Club of Kalispell.

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 chair shall be responsible for regular meetings and activities of the committee. Each chair shall supervise and coordinate the work of the committee as well as 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. In declaring the duties of each, the President shall make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues 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 a specified length of time.

Article XII Policy for Prevention of Abuse and Harassment

Section 1 - Rotary International has promulgated guidelines regarding Abuse and Harassment which apply to all Rotary clubs. This club is committed to creating and maintaining the safest possible environment, and to prevent the physical, sexual, or emotional abuse of children and young people who become involved in Rotary programs, activities and planned events. The club Policy document detailing the specifics of, and procedures for, prevention of abuse and harassment is contained in this club's Manual.

Section 2 - This club shall appoint a Club Protection Officer who shall work with the Officers and Board to ensure that the safety and well-being of youth or vulnerable persons should always be the first priority.

Article XIII Finances

Section 1 – Prior to the beginning of each fiscal year, the Board, with the assistance of the Treasurer, 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 Board shall also prepare, or have prepared, a financial report including:

- (a) A statement of the previous year’s budget and actual receipts and expenditures prepared using the accrual method of accounting.
- (b) A list of accounts payable at the end of the previous fiscal year.
- (c) A statement showing a reconciliation of each cash account balance at the beginning and at the end of the previous fiscal year.
- (d) A statement listing and identifying any and all funds being held as designated or earmarked funds, and all funds transmitted to the Flathead Rotary Foundation and the purposes therefore.

Section 2 – The Treasurer shall deposit all club operational funds in

a bank, named by the Board, and shall transmit all other funds to the Flathead Rotary Foundation for credit as appropriate. The club funds shall be divided into two separate parts: club operational funds and club service funds. The latter shall be specific project funds, received primarily for specific projects of the Flathead Rotary Foundation.

Section 3 – All bills shall be paid only by checks signed by the Treasurer and one other officer of the club.

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 funds of the club, cost of bond to be borne by the club.

Section 6 – The fiscal year of this club shall extend from July 1st to June 30th. The collection of members' dues shall be divided into four (4) quarterly periods extending from July 1st through September 30th; from October 1st through December 31st; from January 1st through March 31st; and from April 1st through June 30th. The payment of per capita dues and RI official magazine subscriptions shall be made on the first business day of July, October, January, and April of each fiscal year.

Article XIV 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 Secretary. The prospective member shall be asked to review and sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 2 – The Board shall refer the proposal to the membership committee for their investigation, assignment of classification, publication to the membership, and recommendation. The committee shall ensure that the proposal meets all the classification and membership requirements of the club constitution and shall report

back to the Board.

Section 3 – If no objection to the proposal, stating reasons, is received by the Board in writing from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed by the Board, shall be considered to be elected to membership.

Section 4 – An objection, and the reasons therefor, shall be conveyed to the Board in writing either by the objecting member or the officer receiving an oral objection. In all cases the objecting member must be identified to validate the objection. The written objection shall not become a part of the minutes or permanent record of the club. If any such objection has been received by the Board, it shall vote on the matter at its next meeting. If approved, despite the objection, the proposed member, upon payment of the admission fee (if not an honorary membership), shall be considered to be elected to membership.

Section 5 – The Board shall approve or disapprove the proposal at its monthly Board meeting, and shall notify the orientation team within the membership committee.

Section 6 – If the decision of the Board is favorable, the orientation team will contact the proposer and the prospective member to arrange a meeting. At that meeting the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership. The prospective member shall be requested to give his/her final acceptance of membership and to re-sign the membership committee and ethics statements.

Section 7 – Following such election, the induction team of the membership committee shall arrange for the new member's induction, issue a membership information packet, confirm their committee assignment, and report such action to RI.

Section 8 – The club may elect honorary members proposed by the Board, in accordance with the Kalispell Rotary club’s constitution.

Article XV 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 XV Order of Business

Meeting called to order.

Thought for the Day.

Pledge of Allegiance to the Flag.

Song.

Introduction of visiting Rotarians and guests.

Correspondence, announcements and Rotary Information.

Committee reports, if any.

Any unfinished Rotary business.

Any new Rotary business.

Address or other program features.

Adjournment.

Article XVI 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 such proposed amendment shall have approved by the Board, and notice thereof shall have been mailed or emailed 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 Kalispell Rotary Club Constitution.