

**ROTARY CLUB OF MINNEAPOLIS  
BYLAWS**

**ARTICLE I  
Board of Directors**

**Section 1.** The governing body of this club shall be the Board of Directors with ten (10) director positions elected by the club and three (3) director positions appointed by the President-Elect. Club members already elected to the Board may be named by the President-Elect to fill any or all of the three (3) appointed director positions.

**Section 2.** The Board of Directors shall consist of the President, President-Elect, Director for Membership/ and Classification, Secretary, Treasurer, Assistant Treasurer, Immediate Past President, Director for Local Community Service and Director for World Community Service. four (4) club members at large shall be elected from the club membership, with two (2) members elected in every year for two-year terms each at each annual meeting.

**Section 3.** The Board of Directors shall constitute the governing body whose decisions in all matters shall be final, subject only to appeal to the club. The Board shall have general control over all officers and committees and may for cause declare any office or offices vacant. It shall constitute a Board of Appeals from the rulings of all officers and actions of all committees. Appeal to the club may be taken from any decision of the Board of Directors and such appeal shall be sustained only by a two-thirds vote of the members present at any regular meeting.

**Section 4.** In accordance with the bylaws of the Minneapolis Rotary Foundation adopted in 1998 and subsequently amended from time to time, the club's Board of Directors shall also serve as the Members of the Minneapolis Rotary Foundation. The club's Board of Directors shall also hold an annual meeting as members of the Minneapolis Rotary Foundation prior to September 1 of each year. At this annual meeting, the members of this foundation shall elect directors to the Foundation Board of Directors as prescribed in the Foundation bylaws. The club's Board of Directors shall assume any other duties as prescribed in the Foundation bylaws. The club's Board of Directors may exercise from time to time the superior right as members of the Minneapolis Rotary Foundation to amend the Foundation bylaws.

**ARTICLE II  
Officers**

**Section 1.** President. It shall be the duty of the President to preside at meetings of the club and Board of Directors, to appoint all committee chairs, and to perform such other duties as ordinarily pertain to this office. The President shall be an ex-officio member of all standing and special committees. The President shall also serve as a member of the Board of Directors of the Minneapolis Rotary Foundation for the term coinciding with his/her term as club President. Upon assuming the office of Immediate Past President, he/she shall serve as a member of the Board of Directors of the Minneapolis Rotary Foundation for the term coinciding with his/her term as Immediate Past President.

**Section 2.** President-Elect. The President-Elect shall fulfill such duties as the President may request. The President-Elect shall automatically become President for the full term to commence one year after the commencement of the term of the President. In the event the office of President-Elect becomes vacant, the vacancy shall be promptly filled by the Board of Directors. The President-Elect shall chair the delegation representing this club at the annual convention of Rotary International. The President-Elect shall also serve as a member of the Board of Directors of the Minneapolis Rotary Foundation for the term coinciding with his/her term as club President-Elect. In the event the office of President becomes vacant, the President-Elect shall automatically become President and shall serve an extended term.

**Section 3.** Secretary. It shall be the duty of the Secretary to assist the President in the performance of all duties. The Secretary shall be responsible for keeping minutes of the meetings of the Board of Directors and of the club; shall act as a liaison between the Board of Directors and the Membership/Outreach and Classification Committee; shall see that records are kept of membership and attendance at meetings; and shall make the required report to Rotary International and the monthly reports of attendance to the District Governor.

**Section 4.** Treasurer. The Treasurer shall be responsible for the custody of all funds, their collection, safekeeping and disbursements, accounting for the same to the Board of Directors. The Treasurer shall also serve as a member of the Board of Directors of the Minneapolis Rotary Foundation for the term coinciding with his/her term as club Treasurer

**Section 5.** Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in all matters which are the responsibility of the Treasurer and, in the absence of the Treasurer, shall fulfill the Treasurer's duties.

**Section 6.** Club Administrator. The Board of Directors may appoint a Club Administrator at a salary and under a bond, to be paid for by the club. The duties of the Club Administrator shall be to assist the President, Secretary and Treasurer in the performance of their duties, and to perform any other duties as directed by the Board of Directors. The Club Administrator shall report directly to the Club President and shall perform club administrative assistant duties as defined by a written job description.

**Section 7.** Bookkeeping Services. The Board of Directors may arrange for bookkeeping services. The club Treasurer shall oversee the bookkeeping services provided to the club.

### **ARTICLE III Election of Officers and Directors**

**Section 1.** Nominating Procedures.

(a) A Special Committee of the Board of Directors, consisting of the President, the President-Elect and the Chairperson of the Nominating Committee shall appoint members of the Nominating Committee. The membership of the Nominating Committee is subject to approval by the Board of Directors, which shall occur no later than the November Board meeting of each year.

(b) The Chairperson of the Nominating Committee shall be the Past President of the club who took office three (3) years prior. For example, the Past President who took office in 2020 will be appointed the Chairperson in 2023. If such person is unavailable, the next recent Past President will serve as the Chairperson. The Vice Chairperson of the Nominating Committee, who will record the vote, will be the Nominating Committee Chairperson from the previous year, or if unable to serve, a member of the prior year's Nominating Committee (not necessarily a Past President).

(c) The Nominating Committee shall consist of seven (7) members consisting of the Chairperson and Vice Chairperson, one (1) other Past President or Past Secretary, the current President and President-Elect, and two (2) club members at large (not Past Presidents or Past Secretaries).

(d) The nominating Committee shall meet one or more times prior to the annual meeting of that year, at a place and time to be decided by the Chairperson of the Nominating Committee. The Rotary office will provide the record of attendance and past service of club members along with the materials necessary to conduct and record votes of the Committee.

(e) The Nominating Committee shall propose only one active member candidate for each office. Members of the Nominating Committee may not be considered for the positions of President-Elect, Secretary or Assistant Treasurer during their service on the Nominating Committee. Members of the Nominating Committee, however, may be considered for nomination as a director.

(f) The Nominating Committee is encouraged to nominate persons for the positions of President-Elect, and Secretary from those who have served on the club Board of Directors, but it is not required to do so.

(g) The Nominating Committee will not nominate a Director candidate who is currently serving out a full term on the Board of Directors – i.e., directors will not be nominated to serve consecutive full terms on the Board.

(h) The Nominating Committee Chairperson shall contact the nominees to receive their assurances that they are willing to serve in the position for which they are nominated, if elected by the club members. The Nominating Committee may select an alternate person for each position to become the nominee for that position, or schedule a subsequent meeting of the Nominating Committee, if any nominee is unwilling or unable to serve.

(i) The report of the Nominating Committee shall be announced to the club members in written form, which may be electronic, whether by publication in the club's newsletter or otherwise, at least nine (9) days prior to the annual meeting of the club. The report shall also be presented to the club members at the two (2) Friday meetings immediately preceding the annual meeting at which the election of officers and directors shall take place. At the Friday meeting immediately preceding the annual meeting and at the annual meeting, nominations from the floor may be made. The voting members' vote for officers and directors shall be by voice vote unless one or more candidates has been nominated from the floor, in which event the vote for the contested officer or director position shall be by secret ballot.

**Section 2.** The fiscal year of the Rotary Club of Minneapolis shall end on June 30th of each year. General election of officers and directors shall take place at the annual meeting of the club. The President will be elected a full year in advance and for the year before taking office as President shall be designated President-Elect. The Secretary shall be elected for the ensuing year. The Assistant Treasurer shall be elected every year and he/she shall become the Treasurer in the subsequent fiscal year. The terms of the Treasurer and Assistant Treasurer shall be one (1) year each. Directors other than the officers shall be elected for the ensuing two (2) years. The installation of elected officers and directors shall take place at a June club meeting prior to taking office on July 1.

**Section 3.** The three (3) positions of, (a) Director for Membership/Outreach and Classification, (b) Director for Local Community Service, and (c) Director for World Community Service shall be appointed by the President-Elect (the President with whom each will serve) for a term of one year beginning in July of the ensuing year, subject to Board approval, and each shall be installed with the elected officers and directors prior to taking office on July 1.

**Section 4.** A vacancy in any officer or director position shall be filled by the remaining members of the Board except as otherwise provided in Article II Section 2.

## ARTICLE IV

### Meetings

**Section 1.** The annual meeting of this club shall be held not later than the last meeting day in December in each year, at which time the election of officers and directors shall take place.

**Section 2.** Regular meetings of this club shall be held at least three times a month. Regular meetings shall occur at 12:15 p.m. at the venue on such Fridays as designated by the Board of Directors and communicated to all members of the club. Timely notice of any change in meeting time or place shall be given to all members of the club.

**Section 3.** One-fourth of the voting membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4.** Regular meetings of the Board of Directors shall be held at least six times per year at a time fixed by resolution. Special meetings of the Board of Directors may be called by the President or upon the request of two members of the Board, due notice having been given.

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

**Section 6.** All meetings of the club, directors, or any committee, held in person or by any means of communication through which the participants may simultaneously hear each other during the meeting, shall constitute a meeting of the club, directors or the committee, if the same notice is given of the meeting as would be required for a meeting, and if the number of persons participating in the meeting would be sufficient to constitute a quorum at the meeting. This

includes conference phone and Zoom, Microsoft Teams and other video conferencing systems. Participation in a meeting by such means constitutes personal presence at the meeting.

## **ARTICLE V Fees and Dues**

**Section 1.** Annual dues including lunch and other fees for members shall be billed in advance of the July and January due dates, and the dues/fees billing statement shall show the amount of the dues for the club, District 5950, and Rotary International. For new members to Rotary, the Board may elect to charge an admission fee. New members shall be assessed pro-rated fees and dues to be paid within 30 days following the club's approval of an applicant for membership. Thereafter, the new member shall be billed in the same manner as are other club members in the same membership category. Club members shall have the option of either paying assessed club fees and dues in monthly installments or paying club fees and dues twice yearly as billed for the months of January–June and July–December.

**Section 2.** Recognizing that District 5950 and Rotary International dues are automatically billed to each club, the Board may approve a change in the club portion of membership dues and fees. Club members shall receive advance notice of any changes in assessed fees and dues.

**Section 3.** Section 3. A member's dues and fees account shall be considered to be delinquent if not paid within 30 days after the due date. The Board shall be notified of any member account that is delinquent. A member shall be notified in writing or email about dues/fees payments deadlines prior to Board action to terminate the member's club membership. The Board may vote to reinstate membership upon a member's petition and payment of all outstanding debts to the club.

## **ARTICLE VI Method of Voting**

The business of this organization shall be transacted by voice vote except as otherwise directed by the Board of Directors.

## **ARTICLE VII Committees and Groups**

**Section 1.** Club members shall be encouraged to volunteer as members of standing committees and appointed groups to support all areas of club operations. Club operations areas shall be: Service, Membership, Club Administration, Public Relations, and Philanthropy. Each appointed committee or group within each operations area shall conduct such business as is delegated to it by the President or the Board of Directors. Annual duties of standing committees shall include preparation of budget proposals for Board approval prior to any expenditures and an end-of-year activity report to the Board. The Board may select to assign similar budgeting and/or reporting duties to other appointed groups.

(a) The President shall appoint standing committees and any other groups that may be deemed necessary for club operations. The membership of all standing committees and appointed groups are subject to annual Board approval.

(b) Prior to July 1 of each fiscal year, the President-Elect shall appoint a Director of Membership/Outreach and Classification, a Director for Local Community Service and a Director for World Community Service to serve in his/her year as President. Prior to July 1 of each fiscal year, the President-Elect shall also appoint a chair for each standing committee.

(c) The President shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership thereon.

(d) Each standing committee and appointed group shall transact such business only as is delegated and shall not take any action on behalf of the club until a report has been presented and approved by the Board of Directors.

**Section 2.** The standing committees named below shall transact such business as is delegated by the President or Board of Directors. The responsibilities shall include the duties below:

(a) *Local Community Service Committee (LCS) Committee.* This committee shall devise and carry into effect plans to guide and assist the members of this club in discharging their responsibilities related to community relationships and shall provide support for the Minneapolis Schools and other worthy student programs and youth initiatives.

(b) *World Community Service (WCS) Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service.

(c) *Membership/Outreach and Classification Committee.* This committee shall work with all members of the club to identify and recruit outstanding leaders to become new members of the club.

The committee shall examine the qualifications of a proposed new member, recommend a vocational classification for active classified member applicants, and report its review of membership applications to the Board of Directors.

Any current member's application to change from a current club active membership category to a different club membership category shall be referred to the Board of Directors for action (see Article XI Kinds of Membership for definitions of "classified active," "corporate sponsoring," "excused active," "junior active" and "nonresident" membership categories).

(d) *Nominating Committee.* This committee shall submit an annual slate of proposed club officers and candidates for vacancies on the Board of Directors to the club for a vote at the Annual Meeting in December.

(e) *Program Committee.* This committee shall prepare and arrange programs for the regular and special meetings of the club.

**Section 3.** Executive Committee. The Executive Committee shall consist of the President, President-Elect, Director–Membership/Outreach and Classification, Secretary, Treasurer, Assistant Treasurer, Immediate Past President. Meetings of the Executive Committee may be called by the President at any time or place upon two business days’ notice. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. A majority of those present at a duly constituted meeting shall have authority and power to act on behalf of and in the name of the Board of Directors on all matters, provided that the Executive Committee shall not have the power to remove or elect directors or officers. Any action which might be taken at a meeting of the Executive Committee may be taken without a meeting, if such action is taken by written action signed, or consented to by authenticated electronic communication, by all the members of the Executive Committee then in office.

## **ARTICLE VIII Leave of Absence**

Upon written application to the Board of Directors, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending meetings of the club for a specified length of time. 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 he or she attends a regular meeting of some other club, the excused member must be recorded as absent. The Board of Directors may, by resolution, adopt rules of uniform application and impact on club fees, dues, and weekly lunches.

## **ARTICLE IX Finances**

**Section 1.** The Treasurer shall be responsible for the handling of all funds of the club and shall directly oversee bookkeeping services provided to the club.

**Section 2.** The Board of Directors may require the provider of bookkeeping services and/or the club administrator to give bond for the safe custody of club funds, with the cost of the bond to be paid by the club.

**Section 3.** All bills amounting to \$250 or more shall be presented to either the President or Treasurer of the club for approval. All bills to be paid by check shall be prepared by the provider of bookkeeping services to be signed by the President or Treasurer of the club.

**Section 4.** The Board shall periodically provide for an appropriately licensed firm to conduct an audit, review, or summary of standards applied in the preparation of the club’s financial statements.

**Section 5.** The fiscal year of this club shall extend from July 1 to June 30, and for the collection of members’ dues, shall be divided into two semi-annual periods, July 1 to December 31, and January 1 to June 30.

**Section 6.** At the beginning of each fiscal year, the Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which

having been agreed upon by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise directed by action of the Board.

## **ARTICLE X**

### **Method of Electing Members**

#### **Section 1.** Active Membership.

(a) Any application for active membership be shall on the form approved by the Board and shall be signed by two (2) sponsors who are members in good standing.

(b) Upon receipt, the application shall be submitted to the Membership/Outreach and Classification Committee. The Membership/Outreach and Classification Committee shall thoroughly investigate the character, business, social and community standing, and general eligibility of the person proposed. The Membership/Outreach and Classification Committee shall also consider the eligibility of such proposed members from the standpoint of classification.

(c) If the Membership/Outreach and Classification Committee approves the application, it shall, by electronic or other appropriate means, provide to the Board of Directors (i) notice of such approval, (ii) a copy of the proposed member's application, (iii) the recommendation of a proper classification for such proposed member. If the Membership/Outreach and Classification Committee does not approve the application, it shall notify the Board of Directors of such decision at once. If the Board agrees that the application should not be approved, the Secretary should at once notify the applicant's sponsors to that effect.

(d) At the same time as the above notice to the Board of approval by the Membership/Outreach and Classification Committee is given, the applicant's name and proposed classification shall be provided by electronic means to each active member who has provided to the Club a method of receiving electronic communications. Such electronic notice shall include the date on which the application shall be deemed approved if no member of the Board of Directors requests that the Executive Committee consider the application.

(e) Any member of the Board of Directors shall have the right, by notice to the Rotary office within six (6) days following the notice described in paragraph (c), to request that the Executive Committee consider the application. If such request is received, then the Executive Committee shall act on the application. If no such request is received by the Rotary office by 5:00 p.m. of the sixth day after the notice described in paragraph (c), the application shall be considered unanimously approved.

(f) If the application is approved by the club Board or Executive Committee as provided above or by an affirmative vote at a regular or special meeting of the Board the club membership shall then vote on the proposal at the next regular meeting of the club.

(g) The Secretary shall notify in writing any person approved by the club for membership that the new member's term shall begin at the next regular meeting following the club's vote to approve his/her membership, and the Secretary shall send an invoice for the admission fee (if applicable) and pro-rated dues/fees for the membership period that precedes the

next Rotary billing for all members. On that date in which the new member's term begins, the proposed member shall be officially enrolled as a member of the club and entered upon its membership rolls and shall have all of the responsibilities associated with club membership.

**Section 2.** Honorary Membership. The names of proposed candidates for honorary memberships shall be submitted to the Board of Directors in writing and approved by the Board of Directors. The Board shall annually approve proposed honorary members and may elect to extend an honorary membership from year to year. Proposed candidates who are already active members may upon recommendation of the Board of Directors be elected to Honorary Membership.

## **ARTICLE XI**

### **Kinds of Membership**

**Section 1.** There shall be two kinds of membership—active and honorary. Except as provided, only active members may vote on club matters.

**Section 2.** There shall be five categories of active membership—active classified, corporate sponsoring, excused, junior, and non-resident. In addition, the Board may from time to time establish on a temporary basis a category of Special Active Members as described in paragraph (f). All five standing categories of membership shall follow the method of electing members as prescribed in these bylaws. Active membership categories shall be defined as provided in paragraphs (a) through (e) below:

(a) *Classified Active Members.* These members are those who have a classification assigned. Attendance expectations and annual dues apply. Weekly lunches are billed in advance.

(b) *Sponsoring Corporate Members.* These members are non-voting excused active corporate members who are senior officers in their organizations. Corporate sponsoring members are not assigned a vocational classification and weekly lunches are paid on a per-meeting-attended basis. Attendance expectations do not apply. Annual dues and fees as established are billed in advance.

(c) *Excused Active Members.* These members are those whose aggregate of years of age and years of membership in one or more clubs is 85+ years. The classification remains intact. Excused active members do not have attendance expectations during the period of the excused absence. Annual dues apply. Weekly lunches are not billed in advance.

(d) *Junior Active Members.* These members are members reporting their ages as between 21 and 35 years of age who request a category of junior active instead of the classified active category. Junior active membership shall be available only to new members commencing club membership—and only for a period of up to five years at which time the junior active membership shall be automatically converted to classified active membership for the subsequent fiscal year's billing. The initiation fee is fifty percent (50%) of the fee assessed classified active members. Annual dues shall be fifty percent (50%) of the applicable club dues, but the full dues

owed to District 5950 and Rotary International will be billed in advance. Weekly lunches are billed in advance at fifty percent (50%) of the lunch fees assessed classified active members.

(e) *Nonresident Active members.* These members are those who relocate to another region for an extended period and wish to continue active participation in club activities. A non-resident member shall pay dues in a timely manner. Meal charges are waived except when the non-resident member attends a Friday meeting.

(f) *Special Active Members.* These members are those are not eligible for the categories described in paragraphs (b) through (e) and who have elected this category. Special Active Members shall retain (or in the case a new member electing this category be assigned) a classification. This category is intended to be available during periods of general economic or other disruption and shall only be available during such periods as the Board shall approve, which period shall not exceed one year unless renewed with the approval of the members. Members electing this classification shall pay full applicable club, District 5950 and Rotary International dues, shall pay such amount for such number of lunches as the Board may determine and shall pay such other amounts as the Board may determine, all of which shall be billed in advance. Weekly lunches in excess of the number paid in advance will be paid on a per-meeting-attended basis. Members in this category are expected to remain active through electronic attendance at meetings and electronic or physical attendance at other club functions. Any member electing this category may elect to return to Classified Active Membership at any time, and upon the expiration of the period for which this category is available, shall automatically become a Classified Active Member.

**Section 3.** There shall be one category for honorary membership to include Board-approved meritorious community leaders and/or recipients of the club's annual Service Above Self award. The Board of Directors shall recruit and invite community leaders to join the club as honorary members pursuant to the guidelines set forth by Rotary International. Recipients of the club's Service Above Self award shall be invited to become honorary members of the club. Final selection and approval of all honorary candidates shall rest with the Board of Directors. Honorary members pay no initiation fee or annual dues, have no attendance expectations, and pay for lunches only on the dates of meeting attendance.

## **ARTICLE XII Resolutions and Motions**

**Section 1.** No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a club meeting, shall be referred without discussion to the Board, which, after having given consideration to the matter, shall submit its recommendations to the club. Having received the recommendations of the Board, the club may then proceed to take such action as may seem proper to the majority.

**Section 2.** Any charitable or other appeal to the club or individual club members shall be handled in accordance with direction by the Board of Directors.

**Section 3.** Resolution on Diversity, Equity and Inclusion (DEI). At the Rotary Club of Minneapolis, we understand that cultivating a diverse, equitable, and inclusive culture is essential to realizing our vision of a world and community where people unite and take action to create lasting change. We value diversity and celebrate the contributions of people of all backgrounds, across age, ethnicity, race, color, disability, learning style, religion, faith, socioeconomic status, culture, marital status, languages spoken, sex, sexual orientation, and gender identity as well as differences in ideas, thoughts, values, and beliefs provided they adhere to the Rotary 4-way Test. Recognizing that individuals from certain groups have historically experienced barriers to membership, participation, and leadership, we commit to advancing equity in all aspects of Rotary, including in our governance, membership, local and world service and community partnerships, so that each person has the necessary access to resources, opportunities, networks, and support to thrive. We believe that all people hold visible and invisible qualities that inherently make them unique, and we strive to create an inclusive culture where each person knows they are valued and belong. In line with our value of integrity, we are committed to being honest and transparent about where we are in our DEI journey as an organization, and to continuing to learn and do better.

### **ARTICLE XIII Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been sent to each member in written form at least ten (10) days before such meeting either by electronic means, or upon request, by mail. Bylaws changes shall be deemed to be in effect as of the date of club member approval vote. No bylaws changes shall be construed as retroactive. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and bylaws of Rotary International.