

Bylaws of the Rotary Club of Highland Park/Highwood

Article 3, Section 5 - Amended on September 10, 2024

Approved by the
members on
April 30, 2018

Club bylaws supplement the Standard Rotary Club Constitution and establish common club practices. The Bylaws in this document are recommendations from Rotary International, and are customized to reflect the club's practices.

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 board decisions
 5. RI: Rotary International
 6. Year: The 12-month period that begins on 1 July
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Article 2 Board

The governing body of this club is its Board of Directors, consisting of the president, immediate past president, president-elect, secretary, treasurer, and five directors at large, for a total of 10 board members. The president votes only in case of a tie.

Article 3 Elections and Terms of Office

Section 1 — Members nominate candidates for president-elect, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

The nominating committee shall consist of 5 members: the president-elect (chairs the committee), 2 members selected by the president, and 2 members at-large. At the last regular meeting in October, election of the at-large members shall take place. The names of all active members (regular members & rule of 85 members) in good standing, excluding any officers, directors, or honorary members, shall be placed on a ballot in alphabetical order. The 2 members receiving the highest number of votes are the at-large members.

The nominating committee shall nominate the best qualified Rotarians available to perform the functions. The nominating committee shall select 1 nominee for each open position. The committee shall ascertain that the nominees accept the nomination and that, if elected, they are willing and able to serve. The nominee for president-elect shall have been a member of the Board for at least 2 years.

The election of officers and directors shall take place at the club's annual meeting at the 1st regular meeting in December. The presiding officer shall ask for nominations from the nominating committee and by members from the floor. If there is only 1 nominee for each position, then the presiding officer shall declare the nominees elected. If there is more than 1 nominee for any position, then the election for any such office shall be by written ballot.

Section 2 — The candidate who receives the highest number of 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.

Amendment to the Bylaws. On September 10, 2024, at a regular club meeting, a quorum being present, the members voted unanimously to delete Article 3 Section 5 in its entirety and replace it with: Section 5 — The term of office for members of the board (officers & directors) is one year.

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

~~President — one year~~

~~Immediate Past President — one year~~

~~President-Elect — one year~~

~~Treasurer — two years~~

~~Secretary — two years~~

~~Director — two years, staggered~~

Section 6 — A member may not serve more than seven (7) consecutive years on the board (as a director and/or officer) before going off the board for at least a year, unless approved by the board.

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's board.

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

Section 4 — A director attends club and board meetings.

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 — Each officer and director will be chair of a committee.

See Rotary club leader manuals for details on the roles of club officers.

Article 5 Meetings

Section 1 — An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary Year.

Section 2 — This club meets as follows: Mondays from 11:30 am to approximately 1:00 pm.

Reasonable notice of any change or cancellation of the regular meeting will be given to all club members. Alternate or additional meetings may be held as determined by the board.

Section 3 — Board meetings are held each month. Special meetings of the board may be called with reasonable notice by the president or upon the request of two directors.

Article 6 Dues

Dues include RI per capita dues, a subscription to *The Rotarian*, district per capita dues, club dues & fees, and any other Rotary or district per capita assessment. Membership dues and other charges may vary among the members as determined by the board.

Article 7 Method of Voting

The business of this club is conducted by voice vote or a show of hands except in the election of the nominating committee and, if required, the election of officers and directors; which are conducted by written ballot. The board may also provide a ballot for a vote on some resolutions.

Article 8 Committees

Section 1 — Club committees coordinate their efforts to achieve the club’s annual and long-term goals. Each club should have the committees listed in article 13, section 7, of the Standard Rotary Club Constitution. These committees are:

- Club Administration
- Membership
- Public Relations
- Service Projects
- Rotary Foundation

Section 2 — Additional committees may be appointed as needed.

Section 3 — The president is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 4 — 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.

Section 5 — Each committee shall meet at least once each quarter.

Article 9 Finances

Section 1 — Before each fiscal year starts, the president-elect and the treasurer (or treasurer-elect) prepare an annual budget of estimated income and expenditures for approval by the board-elect.

Section 2 — Club funds are deposited in a financial institution or institutions designated by the Board.

Section 3 — Bills are paid pursuant to club policy, said policy being approved by the board.

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; or another club proposes one of its transferring or former members; to the board. Potential members shall demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Section 2 — The board approves or rejects the candidate’s membership within 15 days and the president or the membership chair 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 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

Article 12 Membership Types

Our club offers the following membership types:

- a. Active:** These members enjoy all the benefits, opportunities, and responsibilities of Rotary. Eligibility requirements: adults who have demonstrated good character, integrity, and leadership, have a good reputation in their business profession and community, and are willing to make a positive difference in their community & around the world.
Active members pay for meals they attend, dues (RI dues, *The Rotarian* magazine subscription, & District 6440 dues), and club charities. They are expected, but not required, to pay for The Rotary Foundation's polio eradication & annual fund, and club activities & fundraisers in which they participate.
- b. Honorary:** People who have distinguished themselves by meritorious service, embody Rotary ideals, and support Rotary's causes. Honorary members pay for meals they attend and activities & fundraisers in which they participate. They are not eligible to serve as a club officer and have no voting rights. The club pays for their *Rotarian* magazine subscription.
- c. Associate:** An active member who cannot attend a noon meeting may designate an associate from the active member's place of work to attend in their place, either all the time or occasionally. The active member pays for the associate member's meals they attend. Associate members pay for activities & fundraisers in which they participate. They are not eligible to serve as a club officer and have no voting rights. The club pays for their *Rotarian* magazine subscription. Associate members are reported to RI as honorary members (the club has to select active or honorary when reporting to RI.)
- d. Active Under 40:** Eligibility requirements: adults who satisfy the requirements of an active member and are under the age of 40, may join at a reduced rate. Active Under 40 members pay for meals they attend, dues (RI dues, *The Rotarian* magazine subscription, & District 6440 dues), and 50% of the amount active members pay for club charities. (*Active Under 40 members may, but are not expected to pay for, The Rotary Foundation's polio eradication & annual fund.*) They are expected to pay for club activities & fundraisers in which they participate. Active Under 40 members are reported to RI as active members.
- e. Friend of Rotary:** Eligibility requirements: adults who satisfy the requirements of an active member and live in Highland Park or Highwood, but commute more than 3 miles from downtown Highland Park to other suburbs or Chicago for their livelihood and cannot attend regular noon meetings. Periodic meetings will be held outside of the regular noon schedule to give people who can't make a noon meeting a chance to join us. Friend of Rotary members pay for meals they attend, *The Rotarian* magazine subscription, 50% of the amount active members pay for club charities, and activities & fundraisers in which they participate. (*They are not expected to pay RI dues or District 6440 dues. They may, but are not expected to pay The Rotary Foundation's polio eradication & annual fund.*) They are not eligible to serve as a club officer and have no voting rights. Friend of Rotary members are reported to RI as honorary members (the club has to select active or honorary when reporting to RI.)



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