

# BYLAWS OF THE MARANA ROTARY CLUB

P.O. Box 91502, Marana, AZ 85752-1502

Adopted December 2013

## **Article 1 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 1 July.

## **Article 2 Board**

The governing body of this Club shall be the Board consisting of members of this Club, namely, directors elected in accordance with Article 3 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 3 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, President-elect, Secretary, Treasurer, and two Directors-at-Large. The nominations may be presented by a nominating committee or by members from the floor, by either or both as the 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 receiving a majority of the votes shall be declared elected to their respective offices. The candidate for President elected in such balloting shall be the President-elect 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 the first day of July immediately following that year.

**Section 2** — Officers and directors, so elected, together with the immediate past President shall constitute the Board.

**Section 3** — A vacancy in the Board or any office shall be filled by action of the remaining directors.

**Section 4** — A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

#### **Article 4 Duties of Officers**

**Section 1** — It shall be the duty of the President to preside at meetings of the Club and the Board, appoint committee chairs, form task forces as necessary, and perform other duties that ordinarily pertain to the office of President.

**Section 2** — It shall be the duty of the President-elect to perform such duties as may be prescribed by the President or the Board. It shall be the duty of the President-elect to preside at meetings of the Club and the Board in the absence of the President and to perform other duties as assigned.

**Section 3** — It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club, Board meetings; report membership and attendance to the district governor in accordance with Rotary International rules; and perform other duties as usually pertain to the office of Secretary.

**Section 4** — It shall be the duty of the Treasurer to have custody of all funds, accounting for the funds to the Club annually and monthly to the Board, to meet all IRS, state, and RI reporting requirements; 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, or any other Club property.

**Section 5** — The Sergeant-at-Arms, appointed by the President, shall conduct duties as prescribed by the President and/or the Board.

#### **Article 5 Meetings**

**Section 1** — An annual meeting of this Club shall be held on the 2nd Tuesday 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** — This Club shall hold regular weekly meetings at a day and time determined by the Board of Directors. Timely notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. On the day of the regular meeting, all members (excepting an honorary member or member excused pursuant to Article 8 Sections 3 and 4 of the standard Rotary Club constitution) in good standing in this Club, must be counted as present or absent. Attendance is evidenced by the member being present for at least sixty percent (60%) 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 8 Sections 1 and 2.

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

**Section 4** — Regular meetings of the Board shall be held on an agreed-upon day 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 6 Fees and Dues**

**Section 1** — The registration fee shall be paid at the time the application for membership is submitted.

**Section 2** — Annual membership dues shall be set by the officers and directors.

## **Article 7 Method of Voting**

The business of this Club shall be transacted by *viva voce* vote. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

## **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 Vocational Service, Community Service, New Generations, International Service and Club Administration. 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 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-elect is responsible for appointing committee members to fill 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 should be appointed as follows:

1. Club Administration should conduct activities associated with the effective operation of the Club, and promotion of Rotary fellowship.
2. Club Public Relations should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
3. Membership should develop and implement a comprehensive plan for the recruitment, orientation, and retention of members.
4. New Generations should manage and promote the youth activities associated with Rotary, including and not limited to Roteract, RYLA, Youth Exchange, and New Generations
5. Service Projects should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
6. The Rotary Foundation should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

### Article 9 Committees continued

- 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, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities.

### 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 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. Sub-committees may be established by direction or approval of the President. 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 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 meeting of the Club for a specified length of time.

### Article 12 Finances

Section 1 — Prior to the beginning of each fiscal year, the new 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 charitable/service operations.

Section 2 — The Treasurer shall deposit all Club funds in a bank approved by the Board. The funds shall be deposited within five days of the obtaining the funds. The Club funds shall be divided into two separate parts: Club operations and service projects.

Section 3 — All bills shall be paid by the Treasurer or other authorized officer only when approved by two other officers or directors.

Section 4 — A thorough review of all financial transactions by at least two qualified person(s) shall be made annually.

### **Article 13 Method of Electing Members**

**Section 1** — The name of a prospective member, proposed by an active member of the Club or self – nomination shall be submitted in writing to the President. Secretary or Membership Chair, The membership Chair or other member appointed by the President meets with the Prospective member to provide an overview of Rotary.

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** — Working with the Prospective Member, the sponsor completes the Proposal for Membership form. The form is submitted to the Secretary who sends a copy to the President and membership Chair.

**Section 3** — The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club constitution.

**Section 4** — The Board shall approve or disapprove the proposal within 10 days of its submission, either at its regular Board meeting or by e-mail.

**Section 5** — If the decision of the Board is favorable, the Secretary, at the direction of the President, publishes the Prospective member's information and classification to the Club.

**Section 6** — If no objection to the proposal are received within seven (7) days and upon payment of the admissions fee, the prospective member's name is presented to the Board with comments or objections provided by the Club.

If any objection are received, the Board makes the final decision either to approve or disapprove the prospective member's membership and may override any objections presented by the Club.

**Section 7** — Following the election, the President shall arrange for the new member's induction, website listing and new member rotary information.

**Section 8** — 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 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 communicated to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made that is not in harmony with the standard Rotary Club constitution and with the constitution and bylaws of RI.