

Bylaws of the Rotary Club of Susitna Alaska

Revised 29 August 2018

Article 1 Definitions

Board:	The Board of Directors of this club.
Director:	A member of this club's Board of Directors.
Majority:	At least half of voting members, plus one
Member:	A member of this club, who is not an honorary or corporate member.
Quorum:	One-third of the club membership; a majority of directors for the Board.
RI:	Rotary International.
Year:	The 12-month period that begins on 1 July.

Article 2 Board

The governing body of this club is a Board consisting of the president, immediate past president, president-elect, secretary, and treasurer. In addition to these officers, the board must include a minimum of two (2) and no more than five (5) other directors appointed by the president and affirmed by a majority of the elected officers. These appointed directors may include Sergeant at Arms, President Nominee, Foundation Chair, Membership Chair or others. All Directors must be members of the club. The minimum number of directors is six (6) and the maximum is ten (10).

Article 3 Officer Elections and Terms

Section 1: Officer Nominations — By November 1 of each year, members may nominate members for president, secretary and treasurer. The nominations may be presented by a nominating committee named by the president, by members from the floor, or both.

Section 2 — Elections: Election of officers shall occur at the annual meeting of the Club. Any member present at a meeting where an election of officer(s) occurs may call for election of officer(s) by ballot. If so called, candidate names shall be placed on a ballot in alphabetical order under each office. The club may vote to split the vote to consider offices individually.

Section 3 – Threshold: The candidate receiving a majority of votes is elected to the position.

Section 4: Succession to Office: A member elected to “President” at the annual meeting immediately assumes the title and duties (if any) of “President-Nominee.” A member elected to any other office at the annual meeting shall assume duties at the beginning of the next year (July 1). At this time the “President-Elect” becomes “President” and the “President-Nominee” becomes “President-Elect”.

Section 5 — Vacancy: A vacancy on the board or in a club officer position shall be filled by a member elected by the current Board. The board may refer the question to the club, or – in the case of a vacancy affecting a future board – to that future board.

Section 6 — Term: Terms of office for officers and directors are one (1) year, beginning 1 July and ending 30 June.

Article 4 Duties of Officers and the Board

Section 1 — President: The president is the chief officer of the club. The president shall preside at club and Board meetings and perform other duties described in these bylaws or enacted by a board (in the applicable year).

Section 2 — Immediate Past President: The immediate past president shall serve as a director. If unable to do so, the board shall not provide a successor. The seat may be filled by another member.

Section 3 — President-elect: The president-elect shall prepare for his or her year in office and serve as a director.

Section 4 — Director: A director shall participate in club and Board meetings.

Section 5 — Secretary: The secretary shall keep membership and attendance records, and is chief custodian of club documents and correspondence.

Section 6 — Treasurer: The treasurer shall prepare budgets, financial statements, and other necessary documents and reports, and shall oversee all club funds. She or he shall provide periodic (at least annual) accounting of these funds to the board and club.

Section 7 — Other Duties: Board members shall perform additional duties as assigned by the president, or enacted by the board or membership.

Article 5 Meetings

Section 1 — Annual Meeting: The annual meeting of the club shall be held each December to conduct business of the club. Election of officers shall be conducted at each annual meeting.

Section 2 — Regular meetings: The club meets at a day, time and location enacted by the board, or by the club. Reasonable notice of any change or cancellation of a regular meeting shall be given to all club members. The president will alter date, time or location when necessary for safety or other compelling reason.

Section 3 — Regular Board meetings: The board meets monthly at a date, time, and location enacted by the board. All board meetings are open to all members, honorary

members and corporate member designees, except that the board may enter executive session to consider matters which must be kept private to protect proprietary information, personal matters, or legal matters. The president will alter date, time or location of meeting when necessary for safety or other compelling reason.

Section 4 - Special meeting: The president, or two officers when the president is unavailable or unable to act, or twenty percent (20%) of club members, rounded to a whole number may call a special meeting of the board. Special meetings of the board require reasonable notice to all directors. Actions enacted at special board meetings will automatically be reconsidered at the next regular board meeting.

Article 6 Fees and Dues

Section 1 — Admission Fee: A one-time admission fee, as established by RI and/or the club, shall be paid before an applicant is admitted as a member.

Section 2 — Dues: Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. The board shall set the amount of membership dues, and shall enact policies necessary to collect and account for dues.

Article 7 Method of deciding: (see also Article 10)

An act of the body (board or club) is an act properly brought to the floor and approved by a majority (except as otherwise provided in these bylaws) of voting members at a meeting duly assembled, at which a quorum is present for the vote. Except as described in Article 2, club business (including actions of the board) is conducted by voice vote or show of hands, except that the board may require specific issues or elections be decided by closed ballot. Furthermore, any member qualified to vote an issue may call – during the meeting when the question is put to vote - for a ballot vote.

Article 8 Committees

Section 1 — Function: Club committees coordinate efforts to achieve the club's goals.

The club has the following standing committees. The board will act as a committee in lieu of any committee not formed or functioning. At least one board member will serve on each standing committee.

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

Section 2 — Ad Hoc: Additional (ad hoc) committees may be appointed by the president.

Ad hoc committees do not continue beyond the end of the year but may be renewed each year.

Section 3 — Ex Officio: The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of committee membership.

Section 4 — Limits: Except where special authority is given by act of the Board, committees shall neither expend nor commit club resources until approved by the Board.

Section 5 — Appointments: Each committee is appointed by the president. The chair shall be responsible for 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 9 Finance

Section 1 — Budget: Prior to each year, the President-Elect, assisted by the incoming and outgoing Treasurer, shall present to the Board an annual budget of estimated income and expenditures. The board shall consider the president-elect's budget, and shall enact a budget for the year.

Section 2 — Deposits: The club shall deposit club funds in financial institution(s) designated by the Board, in a manner assuring separation of designated funds and meeting all requirements of RI.

Section 3 — Payments: Valid debts and expenses shall be paid by the treasurer when validated by both the treasurer and another officer of the club OR when validated by two directors.

Section 4 — Audit: At least once each year, the board shall conduct (or cause to be conducted) a thorough review of all financial transactions.

Section 5 — Reports: Financial reports and documents available to any member of the club, including officers and directors shall be available to any member on request. However, documents that relate to proprietary information, personal matters, or legal matters may be withheld to executive session of the board.

Section 6 — Fiscal Year: The fiscal year is the Rotary year, from 1 July to 30 June.

Article 10 Electing Members of the Club

Section 1 — Proposed Membership: A member shall propose a person for membership to the Board. A transferring or former member of another club may be proposed for membership by the losing or most recent former club.

Section 2 — Confidential Phase: The proposal is kept confidential until the Board ensures the candidate meets Rotary's membership requirements.

Section 3 — Board Action: The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of the decision.

Section 4 — Invitation to Apply: If the decision of the Board is favorable, the prospective

member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form.

Section 5 — Announcement of Proposed Member: The president, or other member designated by the president, announces the name and proposed classification of the proposed member to the club.

Section 6. Presumed Election: If no member of the club submits a written objection, including reasons for the objection, to a director within seven calendar days after the club is notified of the prospective member, the proposed member, upon payment of required fees / dues, is considered to be elected to membership.

Section 7. Objection to Membership: If a written objection has been filed with a director, the club shall vote on the matter at its next meeting. This vote may be postponed to a later meeting by decision of the membership. If approved by the club, the proposed member is elected to membership after admission fee payment. If not approved by the club, the president, or other member designated by the president, shall inform the proposed member of the club's decision. Such rejected members may be reconsidered after a minimum of twelve months.

Section 8 — Honorary Members: The club may elect honorary members proposed by the Board.

Section 9 – Corporate Members: The club may admit corporate members as provided in Article 12.

Article 10 Authority Reserved to the Board

Any resolution or motion to commit the club to any position or action must first be approved by the Board. A resolution or motion originated at a club meeting shall be referred to the Board.

Article 11 Amendments

These Bylaws may be amended or revised at any regular club meeting. Changes to the bylaws require written notice, detailing the proposed changes, to each member at least ten (10) calendar days before the meeting. A vote to change these bylaws requires that 2/3 of votes cast affirm the changes. Changes must not conflict with the Rotary Manual of Procedure, Rotary's constitutional documents, and the Rotary Code of Policies.

Article 12 Corporate Membership

Corporate membership allows a corporation, partnership, government entity, and other registered organizations to realize the benefits of membership and service through an employer (or partnership). Rules that apply to individual members apply to corporate members except as described in this Article.

Section 1 – Qualification of a Corporation: A Corporate Member (CM) must be a

reputable and established business, recognized as a current corporate or government entity by the state of Alaska, and operating in the geographic area of the club, as defined in the club constitution. A corporate entity not incorporated and registered by the state of Alaska, but otherwise meeting CM requirements may petition the Board for an exception by showing registration within another state (of the United States) or jurisdiction of Canada. When such an exception is granted, the Board must determine that the corporate entity requesting exception is conducting affairs similar in every significant way to a corporate entity incorporated in Alaska, including hiring, buying and participating in local commerce.

Section 2 – Election process: A CM is sponsored for membership by an individual member and accepted for membership by the club in the manner of new members proposed by a member. CMs may not transfer from a different club or former club.

Section 3 – Representatives of a CM: Prior to induction, the CM must declare a senior management official and designees. CMs may designate up to three (3) designees, and must designate at least two (2). Only the senior management official may appoint CM Designees. The CM senior management official should be one of the designees. The CM senior official must certify each designee is a leader within the CM structure, with a significant level of responsibility (as determined by the CM).

Designees must be otherwise eligible for club membership, absent CM involvement.

Each designee must be proposed to the board, accepted by club membership as described in Article 10, and inducted into the club. The CM may terminate CM designees at any time by notifying the Secretary, and may propose replacement / new designees to the board at any time.

Section 4 – Alternates: CMs may appoint, in writing, a number of alternates equal to the number of designees. Alternates are not members but may attend club meetings and other functions without additional invitation or sponsorship, except as may be otherwise restricted by the club. Alternates have no other privilege of membership.

Section 5 – Qualification of a Designee and Alternate: Designees and alternates must be full-time employees or exclusively contracted to the CM, except that a person previously inducted does not lose designee or alternate eligibility if employment status with the CM changes to less than full-time. Former employees, board members, clients, and other associates who are not full-time employees of the CM may not be appointed as designees or alternates.

Section 6: Classification: Each CM designee shall be classified according to the CM's business, profession or type of community service and the individual function of the designee.

Section 7 – Dues and Fees: A CM shall pay the dues and fees set by the board for Corporate Membership, which shall not be less than the three times the sum of RI and district dues required of an individual member. Designees and alternates pay no dues directly; the CM pays for them. CM dues and fees are not discounted for age.

Section 8 – Termination: Loss of membership by the CM immediately terminates designees and alternates, except that designees may convert to individual memberships by petitioning the Secretary in writing within 30 days of notification of loss of CM membership.

Section 9: Participation of a CM: A CM is expected to attend 100% of meetings. CM attendance is met at a meeting or other activity when at least one designee attends.

Section 10: Voting privileges: Each designee shall have one vote and is eligible to hold office in the Club and to be a Director of the Club. Alternates have no voting privileges.

Section 11: Conversion: A designee who desires to convert from CM membership to individual membership (or vice versa) may do so without further approval by the club by petitioning the Secretary in writing and meeting all other requirements for the new status. A person may convert status (either from CM designee to individual membership, or from individual to CM designee) only once per Rotary Year.

Section 12: Maximum Number: The club shall have no more than three CMs at any time.

ADOPTED AND APPROVED by the Rotary Club of Susitna Alaska on 29 August 2018.

Jack Timm, President

Kathy Timm, Secretary