

Bylaws of the Norman Rotary Club

Article 1 Definitions

1. Board: The board of directors of this club.
2. Director: A director on this club's board.
3. Member: A member, other than an honorary member, of this club.
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 club board decisions.
5. RI: Rotary International.
6. Year: The 12-month period beginning 1 July.

Article 2 Board

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, vice-president, secretary, treasurer and a sergeant-at-arms. At the direction of the board, up to 15 directors can be added in accordance with article 3, section 1, of these by-laws.

Article 3 Elections and Terms of Office

Section 1. At the first meeting in November of each year a nominating committee will present to the club a slate of officers and five nominees for the board of directors for the Norman Rotary Club. At this time nominations may be made from the floor by members of this club. The nominating committee will consist of the five outgoing directors of the board, the past president, and the president-elect. The nominations will be for the club president, president-elect, vice-president, secretary, treasurer, and five directors of the board. The nominations shall be placed on a ballot in alphabetical order under each office and shall be voted on at the annual meeting which will be held during the first meeting in December of each year. The candidates for president, president-elect, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The five candidates for the board of directors receiving a majority of the votes shall be declared elected as directors.

It shall be the responsibility of the five retiring members of the board of directors to count the ballots. All those elected in such balloting shall serve commencing on the first day of July immediately following their election. The board of directors elected will serve for a period of three years beginning on the first day of July. After serving their term on the board as a director they will not be eligible for election to the board of directors for a period of one year but will be eligible during this one-year period to be elected as an officer of this club. Officers of the club will serve for one-year periods. The vice-president will be expected to serve as president-elect and the president-elect will be expected to serve as president immediately following their term in each respective office. When a successor for president is not elected,

the current president's term can be extended up to one year.

Section 2. The officers and directors so elected, together with the immediate past president, shall constitute the board of directors. Within one week after their election the board of directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 3. A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

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

Section 5. Any member of the board of directors who misses three consecutive regular monthly meetings of the board of directors may be deemed to have resigned and the vacancy will be filled as provided in section 3 or 4 of this article.

Article 4 Duties of the Officers

Section 1. PRESIDENT. It shall be the duty of the president to preside at meetings of the club and board of directors and to perform such other duties as ordinarily pertain to his/her office.

Section 2. IMMEDIATE PAST PRESIDENT. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president of the board.

Section 3. PRESIDENT-ELECT. It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board and to prepare for their year in office.

Section 4. VICE-PRESIDENT. It shall be the duty of the vice-president to preside at meetings of the club and board of directors in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice-president.

Section 5. SECRETARY. It shall be the duty of the secretary to keep the records of membership; record the attendance at meetings; send out notices of meetings to members of the club, board and committees; to record and preserve minutes of all meetings; make the required reports to Rotary International, the reports of changes in membership, which shall be made to the general secretary of Rotary International, and the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting in each month; collect and remit to Rotary International subscriptions to *The Rotarian*; and perform such other duties as usually pertain to the office of secretary.

Section 6. TREASURER. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, and to perform such other duties as pertain to the office of treasurer. It shall also be the duty of the treasurer to prepare for the guidance of the board of directors at its first meeting in July

of each year, an estimate of the income and disbursements of the club for the current year and to make such monthly and quarterly financial reports as may be directed by the board of directors. 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 7. SERGEANT-AT-ARMS. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

Section 8. Board members may perform additional duties as assigned.

Article 5 Meetings

Section 1. *Annual Meeting.* An annual meeting of this Club shall be held on the first meeting in 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 from 12:00 noon to 1:00 pm. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to Article 12, Section 3b and 4 of the standard Rotary club constitution) in good standing in the club, on the day of the regular meeting, must be counted as present or absent. In an emergency or for good cause the board of directors may: (a) change the regular meeting of any week to a different day of the same week or to a different hour of the regular day or to a different place. If the weekly meeting is changed as stated, attendance will not be taken, or (b) cancel the regular meeting of any week because of a legal holiday, the death of the club president, an epidemic or a disaster affecting the entire community, or other good and sufficient reason.

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

Section 4. Regular meetings of the board of directors shall be held each month, the time and place being chosen by the board of directors. Special meetings of the board of directors shall be called by the president, whenever deemed necessary, or upon the request of two members of the board of directors, due notice having been given.

Section 5. A majority of the board of directors present shall constitute a quorum of the board of directors.

Section 6. The attendance requirements of this club are as outlined in Article 15 section 4 of the Rotary Club Constitution of 2016. The club currently has no minimum attendance requirements. However, regular participation is highly encouraged for the best experience by individual Rotarians and in the best interest of the club..

Article 6 Fees & Dues

Section 1. The membership dues, including cost of meals at regular weekly meetings, shall be a quarterly fee as set by the board of directors, payable in advance on the first day of January, April, July, and October with the understanding that membership dues shall consist of RI per capita dues, subscription fees to The Rotary Magazine, district per capita dues, club dues and any other Rotary or district per capita assessment. [Note: The quarterly dues as of December 2021 are \$195 per quarter. Corporate membership is \$800 annually for individual which includes dues and meals; \$1,500 total to include one additional designee; \$2,100 for two designees; and \$2,700 for three designees. The dues for Young Professionals (a professional under 35) are at Year 1: \$150 annually; \$15.00 per meal for meetings attended. Year 2: \$110 per quarter (\$100 membership; 26 meals pre-paid; Year 3: Full membership at \$195 per quarter. The dues for a spouse membership are \$150 per year plus \$15 per meal for meetings attended.]

Section 2. Members will be billed for personal guests at regular club meetings and for personal guests at other club meetings and functions such as dinners, picnics, etc., as the board of directors may direct.

Section 3. Members absent from regular club meetings will be charged for meals so missed.

Section 4. For those members excused from attendance (under Article 12 sections 3b and 4 of the standard Rotary club constitution) membership dues excluding meals shall be a quarterly fee as set by the board of directors, payable in advance on the first day of January, April, July and October with the understanding that the member's Rotary magazine subscription cost be paid from the dues. In addition to dues, the cost of meals as set by the Board of Directors shall be charged for each meeting attended. [Note: The meal cost is \$15.00 and the quarterly fee is \$57.50 as of December 2021].

Section 5. A discount as set by the board of directors may be offered for the prepayment of annual dues if paid by July 31. [Note: The discount is 5% as of January 25, 2007].

Section 6. To ensure that dues are paid in a timely manner and members remain in good standing, the Treasurer will notify the member and the President when a member has not paid his/her dues for two (2) full billing cycles. Full payment will be required within 30 days unless due to special circumstances, a different payment plan is needed. If payment is not paid within 30 days or according to payment plan, the President will bring this matter to the board to determine next steps up to revocation of club membership.

Article 7 Method of Voting

The business of this organization shall be transacted by viva voce vote except for the election of officers and directors which shall be by ballot. All meetings requiring a vote by the Board of Directors of the membership shall be conducted in accordance with Robert's Rules of Order provided it is not in conflict with the by-laws of Rotary International or the Norman Rotary Club. [Note: Viva voce vote is defined as when club voting is conducted by vocal assent.]

In matters of special urgency, the President of the Board of Directors may call for a vote by email or teleconference on a specific issue, which voting must be addressed and confirmed or invalidated at the next regular meeting at which a quorum is present.

Article 8 Committees Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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-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 the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership:** This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Public Image:** 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.
- **Club Administration:** This committee should conduct activities associated with the effective operation of the club.
- **Service Projects:** This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation:** This committee 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.

[a] The president shall be ex officio 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 committee shall not take action until a report has been made to the board and approved by the board. The president or the Board shall refer additional business to a specific committee as needed.

[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.

[Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in The Club Committee Manual. A club may develop a different committee structure as needed.

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 and the Avenues of Service 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 9 Finances

Section 1 — Before each fiscal year starts, the board prepares and approves an annual budget of estimated income and expenditures.

Section 2 — Service Project funds are specified in its own income and expense accounts in the club's books to track separately from overall operating expenses.

Section 3 — Bills are paid by the treasurer as per budget or another authorized officer. Non-budgeted items must be approved by the board.

Section 4 — The board of directors conducts a thorough monthly review of all financial transactions. At their discretion, the board may require a review or audit by an independent CPA.

Section 5. The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of member's dues shall be divided into four (4) quarterly periods extending from July 1st to September 30th, October 1st to December 31st, January 1st to March 31st, and from April 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates. [Note: Magazine subscriptions for members joining during a semi-annual period are payable upon invoice from the Secretary.]

Section 6 — An annual financial statement of the club as well as a mid-year report will be posted in members only section of the website.

Section 7 — The fiscal year is from 1 July to 30 June.

Article 10 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. A transferring or former member of another club may be proposed to active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2. The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Section 3. The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4. If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which

the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5. If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership) shall be considered to be elected to membership.

Section 6. Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7. The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 11 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 12 Order of Business [regular weekly meetings]

- *Meeting called to order.
- *Introduction of visitors.
- *Correspondence, announcements, and Rotary information.
- *Committee reports if any.
- *Any unfinished business.
- *Any new business.
- *Address or other program feature.
- *Adjournment.

Article 13 Amendments

These by-laws may be amended at any regular club meeting. Changing the club bylaws require sending written notice to each member 21 days before the meeting, having a quorum present for the vote and having two-thirds of the votes support the change. Changes to these by-laws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws and Rotary Code of Policies.

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.