

# **By-Laws of the Rotary Club of Saint Paul**

## **ARTICLE I**

### **CLUB GOVERNANCE**

The governing body of this club shall be the Board consisting of nineteen (19) members of this club, namely, twelve (12) Directors elected in accordance with Article II of these bylaws, and the President, Vice-President, Secretary, Treasurer, Sergeant at Arms, the immediate past President and the Director Emeritus.

## **ARTICLE II**

### **ELECTION OF DIRECTORS AND OFFICERS**

**Section 1. Nominations.** At the first regular meeting of the Club held in December, the Nominating Committee shall nominate the current Vice President for the office of President. One member shall be nominated for each of the offices of Vice President, Secretary, Treasurer and Sergeant at Arms. At least 6, but not more than 18 members shall be nominated for the six (6) annual vacancies on the Board of Directors. The chair shall call for additional nominations. Members may make additional nominations from the floor but there shall be no nominating speeches. One past president shall be nominated as Director Emeritus for a term of one year. This position would not have committee responsibilities but would be available to give advice and guidance when needed. The Director Emeritus will have voting rights.

#### **Section 2. Ballots.**

(a) A printed ballot shall be mailed to each member prior to the regular meeting of the club held no later than the fourth week in December at which the election shall take place. A picture of each candidate, together with his/her Rotary service, may be mailed at least 14 days prior to the election along with the ballots or published in the HUB. At said meeting the voting for the election of officers and directors shall be done by ballot.

(b) Those members who are unable to be present at said meeting may mail their ballot to the Rotary office any time during the two week period between the nominations and the election.

(c) Tellers appointed by the President shall count the ballots after the meeting and communicate the results only to the President.

**Section 3. Election.** The member receiving a majority of the votes cast for the offices of President, Vice President, Secretary, Treasurer, Sergeant at Arms, and Director Emeritus shall be deemed elected, but if no member has a majority of all votes cast for any such office, then the two highest shall be deemed the candidates for said office. The six members receiving the highest number of votes for the election of directors shall be deemed elected even if no candidate receives a majority of the votes cast.

The results of the election shall be announced at the regular meeting of the Club held on the 4<sup>th</sup> Tuesday in December. In the event a run-off is required, the Club will proceed to vote by ballot on said candidates and the results shall be announced at the end of the meeting.

**Section 4. Term.** The installation of officers and directors shall take place the last Tuesday in June or the first Tuesday on or after July 1<sup>st</sup>, and they shall serve for the ensuing year or until their successors are elected and installed. Directors shall serve for a term of two (2) years.

**Section 5. Vacancy.** Whenever an office becomes vacant, the vacancy shall be filled by board appointment and said successor shall be installed immediately and his/her term of office shall endure until his/her successor is elected as provided by this Article. In the event of a vacancy on the board, the board will appoint a qualified person to fill the remainder of his/her term.

### **ARTICLE III DIRECTORS AND OFFICERS**

**Section 1. Board of Directors.** The Board of Directors shall consist of the immediate past President, the President, Vice President, Secretary, Treasurer, Sergeant-at-Arms, Director Emeritus, and twelve (12) other members, who shall constitute the governing body of this corporation, and whose decision in all matters shall be final, subject only to appeal to the Club. Elected members of the Board of Directors shall not be eligible for election thereto for any two consecutive terms. A member must first serve as a committee chair before being eligible to serve as a Director

The Board of Directors shall have general control over all officers and committees of this club, and may, for good cause, declare any office or offices vacant. Appeal from the decision of all committees and from the rulings of all officers shall first be taken to the Board of Directors, and then to the club.

**Section 2. Officers.** The officers of this club shall be President, Vice President, Secretary, Treasurer and Sergeant-at-Arms. No one person shall be eligible for election to the same office for any two consecutive terms. A member must first serve as a Director before being eligible to serve as an Officer. A member must first serve as Secretary, Treasurer or Sergeant at Arms before being eligible to serve as Vice President or President. This does not apply to an appointment to fill a vacancy.

**Section 3. Executive Committee.** The officers of the club shall constitute the Executive Committee. This Committee shall be constituted by the President to discuss and vote on emergency measures and other matters that require a certain degree of confidentiality. Actions of the committee shall be submitted to the Board for review and ratification.

**Section 4. Agents.** The Board of directors may hire one or more agents to perform those duties of the club's officers, directors, committee chairs or other members pertaining to the operation of the club that are not directly precluded by Rotary International's Bylaws.

## **ARTICLE IV DUTIES OF OFFICERS**

**Section 1. President.** It shall be the duty of the president to preside at meetings of the club and Board and to perform such other duties as ordinarily pertains to this office. The president shall also serve as chair of the executive committee.

**Section 2. Vice President.** It shall be the duty of the vice president to preside at meetings of the club and Board in the absence of the president and to perform such other duties as ordinarily pertains to this office. The Vice President shall also chair the fund raising activities of the Saint Paul Rotary Foundation.

**Section 3. Secretary.** It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meeting of the club, Board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International in January and July of each year, the report of changes in membership, which shall be made to the general secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the district governor following the last meeting of the month, collect and remit to Rotary International the annual dues, and perform such other duties as usually pertain to this office.

**Section 4. 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 this office. The duties of treasurer specifically include the responsibility, along with the president, to prepare the club budget for action by the Board. Upon his/her retirement from office he/she shall turn over to his/her successor or to the president all funds, books of accounts or any other club property in his/her possession.

**Section 5. Sergeant-at-Arms.** The duties of the sergeant-at-arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the president or the Board.

## **ARTICLE V MEETINGS**

### **Section 1. Club Meetings.**

- a. Regular Meetings.** Regular meetings of the Rotary Club shall be held at the time and location to be fixed by the Board of Directors. Special meetings may be called at any time by the Secretary on order of the President or two Directors.
- b. Satellite meetings.** Satellite meetings shall also be held at the time and location fixed by the Board of Directors.
- c. Attendance.** Members are encouraged to attend as many meetings as possible, but failure to attend meetings is not grounds for termination.

**Section 2. Club Quorum.** One-third of the membership shall constitute a quorum at the regular meetings of this club.

**Section 3. Board Meetings.** Regular meetings of the Board of Directors shall be held monthly at a time to be determined by the Board. The President shall call special meetings of the Board of Directors whenever he/she deems it necessary, or whenever requested by at least two (2) members of the Board. At least twenty-four (24) hours notice shall be given by the Secretary to members of the Board of all its meetings. The president may call a vote via email without calling a special meeting whenever he/she deems appropriate.

**Section 4. Board Quorum.** A majority of the Board members shall constitute a quorum of the Board.

## **ARTICLE VI FEES AND DUES**

**Section 1.** Payment of the membership fee shall be a prerequisite of active membership. Membership dues shall be payable semi-annually in advance, provided that members who are admitted after the commencement of the fiscal year shall pay only pro rata to the end of that year. The fiscal year shall commence July 1<sup>st</sup>. Initiation fees and membership dues shall be as established by the Board of Directors.

**Section 2.** Meal assessments shall be billed quarterly to all members not specifically excepted. Exception is available in accordance with Rotary International bylaws only for the following classification of members: Honorary, Rule of 85, those members on member assistance, and those members on leaves of absence.

## **ARTICLE VII METHOD OF VOTING**

**Section 1.** The business of this club shall be transacted by viva voice vote except the election of officers and directors, which shall be by ballot. Proxies shall not be recognized.

**Section 2.** When email voting is used, the measure for passing an action shall be a majority of all current members of the Board and Officers. No lesser quorum is allowed.

**ARTICLE VIII  
FIVE AVENUES OF SERVICE**

The Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service and Youth Service. This club will be active in each of the Five Avenues of Service.

**ARTICLE IX  
COMMITTEES**

**Section 1.** The President shall appoint the following standing committees:

World Community Service  
Youth Exchange  
Foundations  
Camp RYLA  
Membership  
Orientation and Retention  
Program  
Public Relations  
Special Events  
Nominating  
Community Service  
Club Administration

And other such committees as may be deemed desirable to best fulfill the objects of Rotary and this club.

**Section 2.** The President, Vice President and Secretary shall be ex-officio members of all standing committees.

**ARTICLE X  
DUTIES OF COMMITTEES**

**Section 1. World Community Service Committee.** This committee shall devise and carry into effect plans that will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

**Section 2. Youth Exchange Committee.** This committee arranges for and oversees yearlong exchange visits for outgoing and incoming high school students through the Rotary International Youth Exchange Program. This committee is responsible for implementing the club to family to

student contact and oversees the international student's experience while in Saint Paul. It includes publicizing the program, selecting outbound students, recruiting host families, and keeping contact with outbound and inbound students throughout their year.

**Section 3. Foundations Committee.** This committee is responsible for education and fundraising for both the Rotary International Foundation and the Saint Paul Rotary Foundation. It includes setting fundraising goals, coordinating and executing fund drives, recognizing members for achieving contribution targets, and ensuring proper recording of all donations. The club treasurer shall ex-officio be a member of this committee.

**Section 4. Camp RYLA Committee.** The club sponsors an annual youth leadership camp in conjunction with the Saint Paul Rotary Foundation. This committee is responsible for organizing the entire camp, to include time and location, recruitment of students and volunteers, coordinating speakers and curriculum, and obtaining all necessary supplies. One club meeting per year shall be set aside for the students in culmination of the camp experience.

**Section 5. Membership Committee.** This committee shall consider all proposals for membership and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall, upon request, report its decision on such applications to the Board. This committee shall review annually the club roster of filled and unfilled classifications and shall initiate and consider the names of suitable persons to fill open classifications.

**Section 6. Orientation & Retention Committee.** This committee shall develop and implement a comprehensive plan for orientation and retention of members. The committee will include in its programming information about a) benefits of membership, b) responsibilities of membership, c) expectation of service, and d) opportunities for giving to the Rotary International Foundation and the Saint Paul Rotary Foundation.

**Section 7. Program Committee.** This committee shall prepare and arrange the programs for the regular meetings of the club and devise and put into effect plans for entertainment of members on occasions when no special committee for the purpose has been appointed by the president. The Secretary shall ex-officio be a member of the Program Committee.

**Section 8. Public Relations Committee.** This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object and scope and (2) to secure proper publicity for the club.

**Section 9. Special Events Committee.** This committee shall promote acquaintance and friendship among the members and visitors to the club. The committee shall coordinate and organize fellowship events for members, to include happy hours, fellowship dinners, and other outings and events at the committee's own volition, or upon assignment by the President or the Board.

**Section 10. Nominating Committee.** This committee shall review the names of candidates for election as officers and directors. The committee shall consist of the three most recent past

presidents and three members at large appointed by the President. The immediate past president shall serve as chair.

**Section 11. Community Service.** This committee shall develop, promote and manage all community service projects. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

**Section 12. Club Administration.** The Executive Committee shall serve as the Club Administration Committee unless a separate committee is appointed by the President. This committee shall be responsible for the administration of the club.

## **ARTICLE XI 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 meetings of the club for a specified length of time. Such leave operates to prevent a forfeiture of membership, but it does not operate to give the club credit for the member's attendance. Unless he/she attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provision of article 8, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club. A Leave of Absence does not relieve a member from paying dues but it does excuse them from paying the quarterly meal assessment.

## **ARTICLE XII FINANCES**

**Section 1.** The Treasurer shall ensure deposit of all funds of the club in a bank to be named by the Board

**Section 2.** All bills shall be authorized for payment by the Treasurer and signed by one officer or the Executive Director, all of whom have been duly authorized by the Board of Directors

**Section 3.** A thorough audit by a certified public accountant or other qualified person shall be made as determined by the Board of Directors but not less frequently than every third year. The Board will review the control systems annually.

**Section 4.** Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of funds of the club, cost of bond to be borne by the club.

**Section 5.** At the beginning of each fiscal year the Treasurer shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year. This proposed budget shall be presented to the Board for approval. Once approved by the Board, the budget

shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by further action of the Board.

**Section 6.** All motions or resolutions to appropriate money from the club treasury for purposes or amounts not included in the annual budget, or to levy assessments upon members for purposes of causes not included in the budget, or to commit the club and its members to the endorsement of any project or measure legislative, civic, social or otherwise, shall first be referred to the Board of Directors for investigation and recommendation as to action. “Contributions shall not be made to unsolicited charitable or civic requests for funds. However, the club may from time to time develop club projects and arrange for the financing thereof.” No action shall be taken by the membership except after the report or recommendation of the Board of Directors.

### **ARTICLE XIII METHOD OF ELECTING MEMBERS**

#### **Section 1. Active members**

(1) The name of a prospective member, proposed by an active member of the club or by the membership development committee, shall be submitted to the Board in writing through the club secretary. The proposal shall temporarily be kept confidential except as otherwise provided in this procedure.

(2) The Board shall request the classification committee to consider and report to the Board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the Board on the eligibility of the proposed member from the standpoint of character, business and social standing and general eligibility.

(3) The Board shall consider and approve or disapprove the recommendations of the classification and membership committees and shall then notify the proposer, through the club secretary, of its decision.

(4) If the decision of the Board is favorable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his/her permission for his/her name and proposed classification to be published to the club.

(5) If no written objection to the proposal, stating reasons, is received by the Board from any member of the club within 10 days following publication of the name of the prospective member, the prospective member, upon payment of the admission fee, as prescribed in Article VI of these by-laws, shall be considered to be elected to membership.

If any objection has been filed with the Board, it shall consider the same at any regular or special meeting of the Board, or via email vote, and shall vote on the proposed member. If not opposed by more than two members of the Board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.



Following the member's election to membership as herein provided, the club secretary shall issue a membership badge for the member and shall report his/her name to the general secretary of Rotary International.

(6) The member shall be formally introduced as a new member at a regular meeting of the club.

**Section 2. Honorary Members** Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership. The term of such membership shall be determined by the Board.

#### **ARTICLE XIV RESOLUTIONS**

**Section 1.** The club shall consider no resolution or motion to commit this 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.

**Section 2.** Any resolution supported by one or more Board members shall be entitled to a vote by the entire Board.

#### **ARTICLE XV ORDER OF BUSINESS**

There shall be no fixed order of business, but in all matters of dispute Robert's Rules of Order shall control.

#### **ARTICLE XVI AMENDMENTS**

These by-laws may be amended at any regular meeting of the club, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed or emailed to each member at least ten days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of Rotary International.

#### **ARTICLE XVII DELEGATES**

**Section 1.** The President-elect shall be a delegate to the International Convention. Circumstances permitting, the Board of Directors shall authorize payment of the expenses or such part thereof as it may deem proper.

**Section 2.** Additional delegates and their alternates, to the International convention shall be elected by the club at its annual election, or, provided that notice of such election shall have been mailed to each member at least ten days before such meeting, at any regular meeting at which a quorum is present. The Board of Directors, in its discretion, may authorize the payment of all or such part of the expenses of these additional delegates as it may deem proper.

**Section 3.** Upon failure of any delegate to serve, the alternate receiving the highest vote shall be entitled to take his/her place. Should any alternate decline to serve, the Board of Directors may appoint an alternate.

**Section 4.** The President-elect, or in his/her absence the ranking officer in attendance, shall be the chair of the delegation to a convention of Rotary International.

**Section 5.** It shall be the duty of delegates and alternates to act in accordance with instructions voted by the club, if any, or if uninstructed, then in accordance with the judgment of a majority of the delegation.