



**Bylaws of the
Rotary Club of Saint Paul
Updated and Revised February 2022**

**ARTICLE I
CLUB GOVERNANCE**

The governing body of the Rotary Club of Saint Paul, “the Club,” shall be the Board consisting of seventeen (17) members of this club, namely, ten (10) Directors elected in accordance with Article II of these bylaws, and the President, President Elect, Secretary, Treasurer, Sergeant at Arms, 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 Nominations Team shall nominate the current President Elect for the office of President. One Member shall be nominated for each of the offices of President Elect, Secretary, Treasurer, and Sergeant at Arms. At least five (5), but not more than 10 members shall be nominated for the five (5) annual vacancies on the Board. One Past President shall be nominated by the incoming President as Director Emeritus. This position will not have Team responsibilities yet will be available to give advice and guidance, as needed. The Director Emeritus will have voting rights. The Directors and Officers terms commence at the beginning of the next Fiscal Year.

Section 2. Ballots.

(a) A nominations ballot shall be mailed or emailed to each Member. A picture of each candidate, together with his/her Rotary service, will be submitted at least fourteen (14) days prior to the election. The voting for the election of Directors and Officers shall be done by printed or electronic ballot.

(b) Members may mail, email, fax, or personally submit his/her ballot any time during the two (2) week period between the nominations and the election.

(c) The Nominations Team will tabulate the ballots and report the results to the membership no later than the first Tuesday meeting in January.

Section 3. Election. The member receiving a majority of the votes cast for the offices of President, President Elect, Secretary, Treasurer, and Sergeant at Arms shall be deemed elected. The five (5) members receiving the highest number of votes for the election of Directors shall be deemed elected. The results of the election will be announced at the first regular meeting in January of the Club.

Section 4. Term. The ceremonial installation of Directors and Officers shall take place at the last regular meeting of the Fiscal Year or the first regular meeting of the next Fiscal Year. Officers and

the Director Emeritus serve for a term of one (1) year and Directors serve for a term of two (2) years.

ARTICLE III DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board shall consist of the immediate Past President, President, President Elect, Secretary, Treasurer, Sergeant at Arms, Director Emeritus, and ten (10) other members, who shall constitute the governing body and whose decision in all matters shall be final, subject only to appeal to the Club. The Board may, for good cause, declare any Director or Officer position vacant. Appeal from the decision of all Teams and from the rulings of all Officers shall be taken to the Board.

Section 2. Officers. The Officers of this Club shall be President, President Elect, Secretary, Treasurer, and Sergeant at Arms. 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 President Elect or President. This does not apply to an appointment to fill a vacancy.

Section 3. Executive Team. The Officers of the Club shall constitute the Executive Team. This Team shall be gathered by the President to discuss and vote on emergency and other matters that require confidentiality. Actions of the Team shall be submitted to the Board for review and approval.

Section 4. Agents. The Board may hire one or more agents to perform duties of the Club's Officers, Directors, Team Chairs, or other members pertaining to the operation of the Club so long as it is 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 engagements 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 Team.

Section 2. President Elect. It shall be the duty of the President Elect to preside at engagements of the club and the Board in the absence of the President and to perform such other duties as ordinarily pertains to this office.

Section 3. Secretary. It shall be the duty of the Secretary to record and preserve the minutes of the Club. An agent, if assigned through position description, may perform the following duties: keep the records of membership, record the attendance at engagements, send out notices of engagements of the Club, Board and Teams, make the required reports to Rotary International -including the semi-annual reports of membership, the monthly reports of attendance at Club engagements to the district governor following the last meeting of the month, and collect and remit to Rotary International and to District 5960 the annual dues. Should an agent not be engaged, the Secretary of the Club will assume these duties.

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. The duties of Treasurer specifically include the responsibility, along with the President, to prepare the Club budget for action by the Board, provide reports to the Board of Directors at each meeting. The Club may employ an agent to assist with these duties.

Section 5. Sergeant at Arms. The duties of the Sergeant at Arms shall be prescribed by the President or the Board, such as, but not necessarily limited to, the following: scheduling greeters; training and scheduling scribes; schedule an introducer of guests and visiting Rotarians; maintaining good order and goodwill at each regularly scheduled Member engagements; and such other duties as from time to time become relevant for the orderly public operation of the Club.

ARTICLE V RESIGNATIONS, REMOVALS, AND VACANCIES

Section 1. Resignation. A Director or Officer may resign by giving written notice to the Executive Team. The resignation is effective the day the notice is given to the Board, unless a later effective date is named in the notice.

Section 2. Removal. Except as otherwise provided in these bylaws, an Officer of the Board may be removed, with or without cause, by resolution adopted by the Board. To the extent authorized in the bylaws, or a resolution approved by the affirmative votes of a majority of the Board members present, the President may remove an Officer or Director elected or appointed by the Board, other than the Treasurer.

Section 3. Vacancy. A vacancy in an office because of death, resignation, removal, disqualification, or other cause may, may be filled for the unexpired part of the term in the manner provided in the bylaws or as determined by the Board. Vacancies should be filled, when prudent by the President. If too near the end of the Fiscal Year, the President may exercise his/her discretion to appoint replacements to begin terms as of July 1st of the succeeding year.

ARTICLE VI ENGAGEMENTS/MEETINGS

Section 1. Engagements.

a) Regular Engagements. Regular engagements of the Club shall be held at the time location to be fixed by the Board. Special engagements may be called at any time by the Secretary or agent, on the order of the President or at least two (2) Directors.

b) Satellite Engagements. Satellite engagements (e.g. service projects, fellowship gatherings) shall also be held at the time and location fixed by the Board.

c) Attendance at Engagements. Members are encouraged to attend as many engagements as possible, yet failure to attend engagements is not grounds for termination.

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

Section 3. Board Engagements. Regular engagements of the Board shall be held monthly at a time to be determined by the President. The President shall call special engagements of the Board

whenever he/she deems it is necessary, or whenever requested by at least two (2) members of the Board. At least twenty-four (24) hours notice for all special engagements shall be given by the Secretary or agent to members of the Board. The President may call a vote via email without calling a special meeting whenever he/she deems appropriate.

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

ARTICLE VII FEES AND DUES

Section 1. Payment of the membership fee shall be a prerequisite of active membership. The membership dues payment schedule shall be determined by the Board. Initiation fees and membership dues shall be as established by the Board.

Section 2. Meal assessments, as appropriate, will be set by the Board and paid at each regularly scheduled engagements.

ARTICLE VIII METHOD OF VOTING

Section 1. The business of this Club shall be transacted by viva voice vote except the election of Directors and Officers, which shall be by ballot. Proxies will not be recognized. A majority vote, is sufficient for the adoption of a motion of the Club.

Section 2. When an email vote is used, the measure for passing an action shall be a majority of all current members of the Directors and Officers for a Board action and a majority of the membership for a Club action.

ARTICLE IX FIVE AVENUES OF SERVICE

The Five Avenues of Service are the philosophical and practical framework for the work of the 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. To carry out the practical operations of the Club, the Board is structured into team leads, comprised of Directors, and assigned by the President.

ARTICLE X TEAMS

Section 1. The President shall appoint Team leads and champions, as are appropriate and necessary.

Section 2. The President, President Elect and Secretary shall be ex-officio members of all standing Teams, as defined by the Five Avenues of Service, Article IX.

**ARTICLE XI
NOMINATIONS TEAM**

The Nominations Team shall review the names of the candidates for election as Directors and Officers. The Team shall consist of the three (3) Past Presidents and three (3) Members at large, appointed by the President. The Immediate Past President shall serve as Chair.

**ARTICLE XII
LEAVE OF ABSENCE**

Upon written notice to the Executive Team, a leave of absence may be granted, excusing a member from attending the engagements of the Club for a specified length of time. A leave of absence does not relieve a Member from paying dues, but it does excuse them from paying meal assessment except for those meals they consume.

**ARTICLE XIII
FINANCES**

Section 1. The Treasurer or agent 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 but may be paid by an agent.

Section 3. A thorough audit or review by a certified public accountant or other qualified person shall be made as determined by the Board of Directors. The Board will review the control systems annually.

Section 4. Officers and agents 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. Each year the Treasurer, in collaboration with the President, shall prepare a budget of estimated income and expenditures. The proposed budget shall be presented to the Board for approval. Upon approval by the Board, the budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered the Board. Any individual expenditure exceeding \$500 of the budgeted amount must be approved in advance by the Board.

**ARTICLE XIV
METHOD OF ELECTING MEMBERS**

Section 1. Electing Members.

a) The prospective Member shall complete and submit an application to join the Club. At that time, he/she gives permission for his/her name and proposed classification to be shared with the Members.

b) The Membership Team Chair or agent proposes the name of the prospective Member or another club proposes one of its transferring or former Members, to the Board.

c) If the Board's decision is favorable, the proposer or agent, informs the prospective Member of the purposes of Rotary and of the privileges and responsibilities of membership in the Club.

d) The new Member will be charged dues beginning the 1st month following his/her acceptance into the Club.

e) Following the Member's election to membership as herein provided, the Rotary Office shall issue a membership badge and shall report his/her name to the general secretary of Rotary International.

f) 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 as an Honorary Member. The term of such membership shall be determined by the Board.

Section 3. Member and Prospective Member Information and Commentary.

In the course of the operation of the Club, members will be given access to confidential information belonging to Members and prospective Members of a special and unique nature and value. The Member will not at any time divulge or disclose to anyone except in the responsible exercise of their Club membership, any such information, whether or not it has been designated specially as 'confidential.'

Further, Rotarians should be mindful of the "Four-Way Test" when interaction with and/or communicating about others whether or not they are Club members. This shows our commitment to providing a premiere Club experience and culture. (The **Four-Way Test**: Of the things we think, say, or do, Is it the TRUTH? Is it FAIR to all concerned? Will it build GOODWILL and BETTER FRIENDSHIPS? Will it be BENEFICIAL to all concerned?)

**ARTICLE XV
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.

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

**ARTICLE XVI
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 XVII
AMENDMENTS TO THE BYLAWS**

These bylaws may be amended at any regular engagement of the Club by a two-thirds vote of all members present, provided that notice of amendments have been mailed or emailed to each Member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution or with the constitution and bylaws of Rotary International.

**ARTICLE XVIII
DELEGATES**

Section 1. The President Elect shall be a delegate to the International Convention. Circumstances permitting, the Board 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 Board which may authorize the payment of all or such part of the expenses of these additional delegates as it may deem proper.

Section 3. Should any alternate decline to serve, the Board may appoint another.

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.