

**Article 1 – Definitions**

Common words used in the body of this document shall have the following definitions as outlined below:

1. Board: The board of directors of this club.
2. Director: A member of the 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**

Section 1 – The governing body of this club shall be the board consisting of nine (9) to fifteen (15) directors, elected in accordance with Article 3, Section 1, of these bylaws.

Section 2 – Directors shall serve in staggered three (3) year terms, with three (3) to five (5) directors being elected each year as determined by the executive committee.

**Article 2.1 – Executive Committee**

The executive committee shall consist of the president, president-elect, vice president, secretary, treasurer and the immediate past president.

**Article 3 – Election of Directors and Officers**

Section 1 – Prior to the regular board meeting in October, the president shall appoint a nominating committee. The nominating committee shall prepare a list of nominees to include a president-elect, vice president, secretary, treasurer, and three (3) to five (5) members of the board of directors, as determined by the executive committee. The nominating committee shall make its report to the board at its regular meeting in November. The board-endorsed slate shall then be presented to the club.

Additional nominations may be made by members of the club. They must be submitted in writing to the secretary no later than the second Monday in December and must contain the signatures of two (2) members endorsing each nomination and a written statement by each nominee to serve if elected.

Section 2 – The election shall be held by the third Monday in December and the elected officers shall serve for the next year beginning July 1 and board members shall serve for the next three years beginning July 1.

Section 3 – Succession of Officers: The vice president shall assume the office of president-elect, and the president-elect shall assume the office of president after serving the one-year term in their respective office

Section 4 – A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 5 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the board of directors.

**Article 4 – Duties of Officers**

Section 1 – *President.* It shall be the duty of the president to preside at meetings of the club and the board, and to perform such other duties as ordinarily pertains to the office of president.

Section 2 ***–*** *President-Elect*. It shall be the duty of the president-elect to serve as a member of the board of directors of the club, to perform such duties as ordinarily pertains to the office of president-elect, and to perform such other duties as may be prescribed by the president or the board, including presiding at meetings of the club and the board when the president is absent.

Section 3 – *Vice President*. It shall be the duty of the vice president to serve as a member of the board of directors of the club, to perform such duties as ordinarily pertains to the office of vice president, and to perform such other duties as may be prescribed by the president or the board, including presiding at meetings of the club and the board in the absence of the president and the president-elect.

Section 4 – *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings, send out notices of the club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI; including the semi-annual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semi-annual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within fifteen (15) days of the last meeting of the month; collect and remit RI subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 5 – *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. 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.

**Article 5 – Meetings**

Section 1 – *Annual Meeting.* The annual meeting of the club shall be held on the third Monday 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 – The regular weekly meeting of this club shall be held on Mondays at 12 noon. 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 8, Sections 3 and 4 of the Standard Rotary Club Constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member’s being present for at least sixty (60) percent 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 constitutes a quorum at the annual and regular meetings of this club.

Section 4 – Regular meetings of the board shall be held on the fourth Tuesday 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 admission fee shall be set by the board. This fee must be paid before the applicant for membership can qualify as a member.

Section 2– The annual membership dues shall be set by the board per annum, payable semi-annually on 1 July and 1 January, with the understanding that part of each semi-annual payment shall be applied to each member’s subscription to the RI official magazine.

**Article 7 – Method of Voting**

The business of this club shall be transacted by *viva voce* vote with the following exceptions:

1. Election for a contested officer or director shall be by written ballot.
2. The board may determine that a specific resolution be decided by written ballot.

**Article 8 – Four Avenues of Service**

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

**Article 9 – Committees**

Section 1 – Club committees are charged with carrying out the annual and long-range goals of the club based on the Four Avenues of Service. The president, president-elect, vice 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 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 are as follows:

Section 2 – Member Support

1. Membership – This committee develops and implements a comprehensive plan for the recruitment and retention of members, including orientation and introduction of new members.
2. Attendance – This committee receives attendance records from the club secretary and contacts low attending members quarterly to inform them of make-up and other participation opportunities.
3. Caring Connection – This committee keeps in touch with members in need, who are ill or hospitalized.
4. Memorials – This committee prepares and presents a memorial presentation for deceased members of the club.
5. Annual Celebration Dinner – This committee plans and hosts the annual celebration and recognition dinner event.
6. Golf – This committee plans and hosts the annual golf outing to raise money for the Fort Wayne Rotary foundation or other fund as directed by the Board.
7. Family of Rotary – This committee plans and hosts various social activities for fun and fellowship.
8. Vocational – Promotes vocational awareness by a) providing opportunities for student Rotarians to exchange with Rotarians about their respective businesses and professions, and b) to facilitate members’ promotion of Rotary within their own business or profession.

Section 3 – Club Public Relations

1. Public Relations – This committee develops and implements plans to provide the public with information about Rotary and to promote the club’s service projects and activities.
2. History – This committee collects, organizes and preserves all records of the club, including the photography and other documentation of the club’s activities and programs over the year.
3. Internet – This committee develops and operates the web site for our club, including links to all other levels of Rotary, such as the District and RI.
4. Club Bulletin – This committee edits and publishes the weekly club bulletin.

Section 4 – Club Administration

1. Club Administration – This committee conducts activities associated with the effective operation of the club, including the review and audit of finances.
2. House – This committee is responsible for the set-up, tear-down, and storage of all club meeting supplies, decorations and props.
3. Cashiers – This committee is responsible for providing a cashier at all club functions.
4. Greeters – This committee is responsible for providing greeters at all club functions.
5. Music – This committee is responsible for the song books and piano, and provides a song leader and piano player at all club functions.
6. Invocation – This committee is responsible for providing an invocator at all club functions.
7. Program – This committee is responsible for providing a speaker/program/presentation at all regular club meetings in concert with the Rotary schedule as directed by the president and approved by the Board.
8. Sergeant-At-Arms – This committee is responsible for providing a sergeant-at-arms at all club functions.

Section 5 – Service Projects

1. Youth Study Exchange – This committee plans and implements our club’s participation in the District/Regional Rotary Youth Exchange Program for both inbound and outbound exchange students.
2. Rotary Youth Leadership Awards (RYLA) – This committee plans and implements our club’s participation in the Rotary District’s RYLA Camp at Camp Tecumseh.
3. High School Student Speech Contest – This committee plans and implements our club’s participation in the District’s Speech Contest, by organizing and conducting a local contest and supporting the winner(s) to move on to the District’s contest.
4. World Affairs Conference – This committee plans and implements our club’s participation in the District’s World Affairs Conference, by organizing and hosting a local conference site.
5. High School Student Rotarians – This committee represents our Rotary Club to all area high schools, coordinates and hosts the monthly club visits by area high school students during the school year.
6. Cleo Fox Scholarship – This committee promotes the Cleo Fox Scholarship opportunity to all area high school music students. Recipients of the scholarship are invited to a club meeting for a performance, organized and hosted by this committee.
7. Environment – This committee plans and implements the biannual clean-up of the downtown river greenway and the Rotary Circle of Hope, including periodic maintenance and replanting activities.
8. Signature Project – This committee plans and implements the club’s signature community service project as vetted through the board and approved by the membership. Oversight of the signature project, including the budgeting and expenditure of funds is controlled by the board.
9. Excellence in Education – This committee plans and implements the annual recognition program honoring top educators and teachers from our community.
10. Sister Club – This committee promotes opportunities to partner with Rotary clubs from around the world on international projects.
11. Ambassadorial Scholarship – This committee identifies and promotes potential candidates to apply for this scholarship through our Rotary district.
12. Group Study Exchange – This committee plans and coordinates arrangements for housing and hosting by visiting GSE teams through our Rotary district, and promotes this program to potential candidates from our area to participate on outbound GSE teams.

Section 6 – Foundations

1. The Rotary Foundation – This committee develops and implements plans to support The Rotary Foundation through both financial contributions and program participation.
2. The Fort Wayne Rotary Foundation – This committee develops and implements plans to support the Fort Wayne Rotary Foundation through both financial and program participation, focused in support of our club’s Signature Project, among the other service projects.

**Article 10 – Duties of Committees**

The duties of all committees shall be established and reviewed by the president each year. In declaring the duties of each, the president shall reference appropriate RI materials. The board will consider the Four Avenues of Service: Club Service, Vocational Service, Community Service, and International Service when developing and approving committee plans for the year.

**Article 11 – Leave of Absence**

Section 1 – Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

Section 2 – Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member’s attendance. Unless the member attends a regular meeting of another club, the excused member must be recorded as absent except that absence authorized under the provisions of article 8, section 3 and 4 of the standard Rotary Club Constitution is not computed in the attendance record of the club.

Section 3 – A member granted a leave of absence must continue to meet all financial obligations to the club during the leave.

**Article 12 – Finances**

Section 1 – The board has sole responsibility for the financial affairs of this club. All fund raising and expenditure of funds require explicit approval by the board.

Section 2 – Prior to the beginning of each fiscal year, the 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 3 – The treasurer shall deposit all club funds in a bank designated by the board. The club funds shall be divided into two separate parts: club operations (The Rotary Club of Fort Wayne), and service projects (The Fort Wayne Rotary Foundation).

Section 4– All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 5 – A thorough review of all financial transactions by a qualified person selected by the board shall be made once a year.

Section 6 – Officers having charge or control of club funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 7– The fiscal year of the club shall extend from 1 July to 30 June, and for the collection of members’ dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of membership of the club on those dates.

**Article 13 – Method of Electing Members**

Section 1 – The name of a prospective member, proposed by an active member of the club, or – in the case of a corporate member – by application by the organization, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another RI 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– The board shall ensure the proposal meets all the classification and membership requirements of the Standard Rotary Club Constitution.

Section 3– The board shall approve or disapprove the proposal within thirty (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, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the board, the board 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 deemed to be elected to membership.

Section 6 – Following the election, the president in coordination with the membership committee shall arrange for the new member’s (or its designees) 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 facilitate the new member’s (or its designees) assimilation into the club.

Section 7 – The club may elect, in accordance with the Standard Rotary Club Constitution, honorary members proposed by the board.

Section 8 – The club may elect corporate 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 decision.

**Article 15 – Order of Business**

Meetings and other functions of this club shall generally follow the order of business as prescribed by Rotary International and the RI Manual of Procedure. Meetings of the board and business sessions of Club Meetings shall be governed by Roberts Rules of Order.

**Article 16 – Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all the members present, provided that notice of such proposed amendments shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made without review and approval by the board and which is not in harmony with the Standard Rotary Club Constitution and the constitution and bylaws of RI.

**Article 17 – Indemnification**

The club shall indemnify, to the fullest extent now or hereafter permitted by law, each director or officer (including each former director or officer) of the club who was, is or becomes a party to, or a witness in, or is threatened to be made a party to, or otherwise becomes involved in as a witness or otherwise in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the club, against all expenses (including attorneys’ fees and disbursements), judgments, fines (including excise taxes, interest and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such a club representative, officer or director may be entitled apart from the foregoing provision. The foregoing provision of this Article shall be deemed to be a contract between the club and each club representative, officer and director who serves in such capacity at any time while this Article and the relevant provisions of the Indiana Nonprofit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter, brought or threatened based in whole or in part on any such state of facts.

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These Bylaws have been duly authorized and are effective as of June \_\_\_, 2012.

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\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary