

# Bylaws of the Rotary Club of Springfield South Springfield, IL

Adopted May 28, 2009

## ARTICLE I Identity, Purpose, Authority and Definitions

**Section 1 – Identity.** This club shall be known and referred to as the “Rotary Club of Springfield South” and may commonly be referred to by that name or as the “Springfield South Rotary Club.”

**Section 2 – Purpose.** The purposes of this club are delineated in the Object of Rotary statement from RI.

The object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First, the development of acquaintance as an opportunity for service.
- Second, high ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian’s occupation as an opportunity to serve society.
- Third, the application of the ideal of service in each Rotarian’s personal, business and community life.
- Fourth, the advancement of international understanding, goodwill and peace through a world fellowship of business and professional persons united in the ideal of service.

**Section 3 - Authority.** These by-laws represent the fundamental authority of the club. Except for the club constitution and the constitution of Rotary International, these by-laws are the governing authority for the club and take precedence over any other rules, policies, customs or statements to the contrary.

**Section 4 – Definitions.** The following definitions shall be used throughout these by-laws:

1. Board: The board of directors of this club (officers and directors)
2. Director: A member of this 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 July 1<sup>st</sup>

## ARTICLE II Board

The governing body of this club shall be the board consisting of nine (9) members of this club – five officers and four directors. The five officers are: president, president-elect, secretary, treasurer, and immediate past-president. The four directors are the chairs of the following committees: Membership, Club Public Relations, Service Projects, The Rotary International Foundation.

## ARTICLE III Election of Officers and Directors

**Section 1 – Nominating Committee.** There is hereby created a nominating committee to be composed of three club members. These three club members shall be the most recent past-presidents who are still members in good standing of the club. If there are not sufficient past-presidents available, then the nominating committee shall consist of those past-presidents who are available and such other club members as the president shall appoint, with the approval of the board. If a vacancy exists on the nominating committee, the vacancy shall be filled by the next most immediately available past-president or if there is no such person, by a club member appointed by the president, with the approval of the board. It shall be the function of the nominating committee to annually certify a ballot for the election of officers and directors of the club. The nominating committee shall be the final arbitrator of all election controversies.

**Section 2 – Nomination and Election Procedures.** The board of directors may reject or modify the recommendations of the nominating committee by a two-thirds vote of the board. The nominating committee shall report its certified ballot to the board of directors by the board meeting which is just prior to the last Thursday in November. If the nominating committee fails to certify a ballot by the last Thursday in November, then the board may establish the ballot on its own motion.

At the last club meeting in November, the president shall announce the official nominations to the club

membership. The election of officers and directors to serve for the ensuing year shall take place at the annual meeting (second club meeting in December). Prior to a call for a vote, the president shall call for nominations from the floor. An individual nominated from the floor shall be placed on the ballot for the office for which the individual is nominated if the nomination is seconded by at least three club members.

Where an office is uncontested, the voting may be done by voice vote. Where an office is contested, the voting shall be by ballot. Any vote shall be taken by ballot if two or more members so request. Individuals shall be listed on the ballot in alphabetical order under each office. The candidate receiving the largest number of votes shall be declared the winner.

**Section 3 – *Installation and Period of Service.*** The newly elected officers and directors shall be given their oath of office and installed at the club meeting which is closest and prior to June 30<sup>th</sup>, and shall take office at the next club meeting following July 1<sup>st</sup>. Elected officers and directors shall serve for the one year period ending on the following June 30<sup>th</sup> or until their successor is qualified and installed.

**Section 4 – *Board and Board-Elect Vacancies.*** A vacancy on the board of directors shall be filled by majority vote of the remaining Board members. A vacancy in the position of any officer- or director-elect shall be filled by action of the remaining members of the board of officers- or directors-elect.

**Section 5 –** The officers and directors, so elected, together with the immediate past-president shall constitute the board. Within one week after their election, or as soon as practical, the officers- and directors-elect shall meet and elect some member of the club to act as sergeant-at-arms. The duties of the sergeant-at-arms shall be to maintain the Rotary badges and badge box; maintain the club banners, flags, pennants and other similar items; prepare the meeting room for the conduct of club meetings; control the entrance and exit of members, guests, and visiting Rotarians; and perform such other duties which usually ordinarily pertain to the office of sergeant-at-arms or as established by the president or the board.

#### **ARTICLE IV Duties of Officers**

**Section 1 – *President.*** It shall be the duty of the president to preside at meetings of the club and the board, to exercise the ultimate authority to finally approve or disapprove all policy not requiring board action, and to perform other duties as ordinarily pertain to the office of president.

**Section 2 – *President-elect.*** It shall be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president and to perform such other duties as may be prescribed by the president or the board.

**Section 3 – *Secretary.*** It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on January 1<sup>st</sup> and July 1<sup>st</sup> of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. The secretary and treasurer may work jointly to provide membership and subscription data and remittance to RI.

**Section 4 – *Treasurer.*** It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertains 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 V Meetings**

**Section 1 – *Annual Meeting.*** An annual meeting of this club shall be held on the second meeting 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 – *Regular Weekly Meetings -*** The regular weekly meetings of this club shall be held on Thursday at 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 pursuant to 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 9, sections 1 and 2. At the board's discretion, Rotary service may be counted as a meeting make-up.

**Section 3 - Order of Business at Regular Weekly Meetings** - The order of business at regular weekly meetings shall be determined by the board and may include the following elements:

- Meeting called to order.
- Pledge of Allegiance
- Four-Way Test
- Invocation
- Introduction of visitors and 50/50 drawing
- Correspondence, announcements, and Rotary information
- Committee reports if any
- Any unfinished business
- Any new business
- Address or other program features
- Adjournment

**Section 4** – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 5** – The Board shall regularly meet, preferably once each month, at a time and place established by the Board. Prior to the first Board meeting of any newly elected Board, an announcement of that meeting shall be made to the membership at a regular club meeting. Prior to the second meeting of a newly elected Board, the Board shall announce its schedule of Board meetings for the entire club year for which the Board is serving. The board may amend its schedule of meetings or change a particular meeting upon agreement of the board or the call of the president; however, every effort should be made to give adequate notice of such changes to the membership. 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 6** – A simple majority of the board shall constitute a quorum.

#### **ARTICLE VI Fees and Dues**

**Section 1** – The admission fee, as established by the board, shall be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2** – The annual membership dues shall be as established by the board of directors, payable semiannually or quarterly as the Board determines, with the understanding that a portion of each semiannual or quarterly payment shall be applied to each member's subscription to the RI official magazine.

#### **ARTICLE VII Method of Voting**

The business of this club shall be transacted by voice vote except the election of officers and directors, which shall be as described in Article 3, Section 2. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

#### **ARTICLE VIII 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 IX 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-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 and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

**Section 2** - Standing committees should be appointed as follows:

*Membership* – This committee should develop and implement a comprehensive plan for the recruitment and

retention of members.

*Club Public Relations* – 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.

*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 International Foundation* - This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

**Section 3** - Additional ad hoc committees may be appointed as needed.

**Section 4** - The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

**Section 5** - 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 committees shall not take action until a report has been made and approved by the board.

**Section 6** - 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.

#### **ARTICLE X 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 reference the appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International 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 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.

#### **ARTICLE XII Finances**

**Section 1** – 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.

**Section 2** – The treasurer shall deposit all club funds in a bank, named by the board.

**Section 3** – Bills shall be paid by the treasurer or other authorized officer when approved by two other officers or directors; however, bills for payment of budgeted items do not require specific approval before payment.

Reports showing financial transactions shall be provided at regular meetings of the board.

**Section 4** – A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5** – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 6** – The fiscal year of this club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>, and for the collection of members' dues shall be divided into two (2) semiannual periods or four (4) quarterly periods. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> of each year on the basis of the membership of the club on those dates.

#### **ARTICLE XIII 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 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 standard Rotary 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, upon payment of the board determined 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, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the board determined 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 XIV 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 XV Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been distributed 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 standard Rotary club constitution and with the constitution and bylaws of RI.