

# BYLAWS OF ROTARY CLUB #1623

## Manhattan, Kansas

### February 11, 2016

#### **Article 1. Definitions.**

1. Club: Rotary Club #1623 of Manhattan, Kansas
2. Board: Board of Directors of this Club
3. Director: A member of this Club's Board of Directors
4. Member: A member, other than an honorary member, of this Club
5. RI: Rotary International
6. Year: The twelve-month period that begins on July 1<sup>st</sup>

#### **Article 2. Board of Directors.**

The governing body of this Club shall be the Board of Directors, consisting of fifteen (15) members of this Club, in the following capacities: Seven (7) Officers - President, President-elect, Vice-President, Secretary, Treasurer, Immediate Past President, and Sergeant-at-Arms; Four (4) Committee Chairs (each of whom are appointed by the President) - the Rotary Foundation Committee Chair, the Membership Committee Chair, the Public Relations Committee Chair, the current Club Webmaster/Bulletin Editor, and four (4) Directors at-large, elected in accordance with these Bylaws.

#### **Article 3. Election of Directors and Officers.**

Section 1. The Club President shall appoint a Nominating Committee, Chaired by the Past-President, which will propose a slate of officers and directors at the first club meeting of November. Additional nominations may be made by club members from the floor at the November meeting. Final approval of the slate of officers will occur at the Annual Meeting (the first meeting in December, described in full in Article 5, Section 1. Annual Meeting).

Each nominee shall be an active member in good standing of the Club.

The Club President shall ask for nominations by members of the Club for President-elect, Vice-President, Secretary, Treasurer, Sergeant-at-Arms, and four (4) at-large members of the Board of Directors.

The candidates for President-elect, Vice-President, Secretary, Treasurer and Sergeant-at-Arms receiving a majority of the votes shall be declared elected to the respective offices. The four candidates for Director receiving a plurality of the

votes shall be declared elected as Directors for two-year terms. A Director may serve no more than two terms. The officers and directors elected shall take office on July 1st next following the election. The President-elect shall serve for one year in that office and then shall assume the office of President on July 1st immediately following the year of service as President-elect. The Vice President shall serve for one year in that office and then shall assume the office of President-elect on July 1 following the year of service as Vice President.

Section 2. The officers and Directors so elected, together with the Immediate Past President, shall constitute the Board. The Board at its discretion and convenience may appoint one or more Assistant Sergeants-at-Arms. The Board may appoint committee chairs to the Board when needed to expedite better communication with the Board.

Section 3. A vacancy in the Board 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.

#### **Article 4. 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 pertain 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 this Club, to perform such other duties as may be prescribed by the President or the Board, to preside at meeting of the Club and Board in the absence of the President, and to perform such other duties as ordinarily pertain to the office of President-elect.

Section 3. Vice-President. It shall be the duty of the Vice-President to serve as a member of the Board of this Club, to perform such other duties as may be prescribed the President or the Board in the absence of the President and President-elect, and to perform such other duties as ordinarily pertain to the office of Vice-President. The Vice-President shall serve as chair of the Membership Committee.

Section 4. Secretary. It shall be the duty of the Secretary to keep the membership records; record the attendance at meetings; send out notices of Club, Board and committee meetings; record and preserve the minutes of such meeting; report as required by RI and District 5710, including 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 (including new members) via District-approved electronic methods; provide the monthly attendance report, which shall be made to the District Governor within ten (10) days after the last meeting of the month; and perform such other duties as usually pertain to the office of Secretary. Upon retirement from office, the Secretary shall turn over to the incoming Secretary or to the President all records, files or any other Club property.

Section 5. Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for the 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.

Section 6. 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.

#### **Article 5. Meetings.**

Section 1. Annual Meeting. An annual meeting of this Club shall be held at the first regular meeting in December of each year, at which time the election of officers and Directors to serve for the ensuing year shall take place. See Article 3, Section 1 for the protocol to be followed in the creation of the recommended slate of officers by the Nominating Committee, presented to the membership at the first Club meeting in November.

Section 2. 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 weekly meeting shall be given to all members of the Club. All members (except an honorary member or member excused by the Board of this Club 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 recorded and made a part of the weekly Club attendance report. As Rotary transitions from an attendance “requirement”, and technology provides opportunities to “make up” missed meetings and remain engaged in club activities in other ways, the philosophy of “encouraging” members to attend meetings whenever and wherever possible is recognized as an acceptable alternative to the hard-and-fast “requirement” that a minimum percentage of meetings attended is maintained in order to remain in “good standing”. Further discussion of attendance requirements and other descriptors for a “Member in Good Standing” are found in Article 13, Section 2 below.

Members continue to be encouraged to “make up” meetings, at this Club or at any other Rotary Club (or as otherwise provided in Article 9, Sections 1 and 2 of the

Standard Rotary Club Constitution). Members may make up missed meetings by attending regularly scheduled Board meetings or by participating in official Club programs including committee meeting authorized by the Board. Members may also make up missed meetings by logging onto approved internet sites listed on the District 5710 web page or by viewing the video of the meeting on our Club's web page. Any make-up should be reported electronically or by word-of-mouth to the Club Secretary in a timely manner in order to receive credit for making up that meeting.

A member is expected to make every effort to attend at least fifty (50) percent of regular weekly meetings face-to-face, at other RI clubs, or online. Members attending regular meetings are expected to remain at the meeting for at least sixty (60) percent of the total length of the meeting. This enables members with busy schedules to arrive late or leave early to meet other commitments, while discouraging the practice of "signing in", then leaving. This 60 percent guideline is enforced by the "honor system", requesting that each member self-reports when an emergency or other unexpected event requires the member to miss more than 40 percent of a meeting in progress.

Section 3. One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4. Board Meetings. (a) Regular meetings of the Board shall be held each month as determined by the President and Board of Directors. (b) Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given. (c) The Board may conduct official business between regularly scheduled Board meetings electronically using appropriate technology that is available to all Board members.

Section 5. A majority of the Board members selected and qualified shall constitute a quorum of the Board.

**Article 6. Fees and Dues.**

Section 1. An Admission Fee, in such amount as prescribed by the Board, shall be paid by all new members, except that any transferring member of another club or a reinstated member of this club who is accepted into membership of this club shall not be required to pay a second admission fee (per Article 11 of the Standard Rotary Club Constitution).

Section 2. Effective with the 2015 calendar year, membership dues, in such amount as prescribed by the Board, shall be collected annually by July 1<sup>st</sup>, with the understanding a portion of each dues payment shall be applied to each member's subscription to the Rotarian Magazine. To meet this fiscal responsibility,

membership dues are expected to be paid by June 1<sup>st</sup> of each year. If a member has not paid his or her annual membership dues by June 1<sup>st</sup>, the member will be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership in the Manhattan Rotary Club will be suspended until time of payment or June 30 at which time the individuals membership status will not be renewed. The Board will consider reinstatement to membership upon request and payment of all indebtedness to the club.

**Article 7. Method of Voting.**

The business of this Club shall be transacted by voice vote, except the election of officers and Directors shall be by ballot (unless three-fourths of those present vote to waive the requirement for ballots).

**Article 8. Five Avenues of Service.**

The Five Avenues of Service are the philosophical and practical framework for the work of this Club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This Club will be active in each of the Five 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 Five 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 for three years to ensure consistency. The President-elect is responsible for appointing the committee members to fill vacancies, appoint committee chairs, and conducting a planning meeting prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- a. Membership. The Membership Committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- b. Club Public Relations. The Club Public Relations Committee should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
- c. Club Administration. The Club Administration Committee should conduct activities associated with the effective operation of the Club.

- d. Service Projects. The Service Projects Committee should develop and implement educational, humanitarian, and vocational projects that address the needs of this community and communities in other countries.
- e. The Rotary Foundation. The Rotary Foundation Committee should develop and implement plans to support the Rotary Foundation through both financial contributions and program participation.
- f. Additional ad hoc committees may be appointed as needed.

Section 2. The President, President-elect, and Vice-President shall be ex officio members of all committees and, as such, shall have all the privileges of membership thereon.

Section 3. 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 4. 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.

Section 5. Where feasible and practicable in the appointment of committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

**Article 10. Duties of Committees.**

Section 1. 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 to appropriate RI materials. 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.

Section 2. Club Service. The Club Service Committee will consider the Avenues of Vocational Service, Community Service, New Generations Service, and International Service when developing plans for the year.

Section 3. Vocational Service. The Vocational Service Committee and subcommittees established to work in various areas of vocational service shall devise and carry

into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairs of such committee and subcommittees shall be responsible for the vocational service activities of the Club in their respective areas.

Section 4. Community Service. The Community Service Committee and subcommittees established to work in various areas of community service shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in the community relationships. The chair of such committee and subcommittees shall be responsible for the community service activities of the Club in their respective areas.

Section 5. International Service. The International Service Committee and subcommittees established to work in various areas of international service shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to international service. The chairs of such committee and subcommittees shall be responsible for the international service activities of the Club in their respective areas.

Section 6. New Generations Service. The New Generations Service Committee and subcommittees established to work in various areas of new generations service shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters related to new generations service. The chairs of such committee and subcommittees shall be responsible for the new generations service of the Club in their respective areas.

#### **Article 11. 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. (Note: Such leave of absence does operate to prevent a forfeiture of membership, but it does not operate to give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent, except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the Club.)

#### **Article 12. Finances**

Section 1. Prior to the beginning of each fiscal year, the Board shall prepare or cause to be prepared 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 part in respect to club operations, and one part in respect to charitable/service operations.

- Section 2. The Treasurer shall deposit all funds of the Club in a financial institution named by the Board.
- Section 3. All bills shall be paid only by checks signed by the Treasurer, President, or Secretary. Checks in the amount of \$1,000 or greater require two signatures.
- Section 4. A thorough audit by a qualified person, as determined by the Board, of all financial transactions shall be made once each year.
- Section 5. Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club. The cost of the bond shall 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 the collection of members' dues shall be on an annual basis with payment prior to July 1<sup>st</sup>. The payment of per capita dues and RI official magazine subscriptions shall be made after July 1<sup>st</sup> on the basis of the membership of the Club on that date.

**Article 13. Method of Electing Members (for all kinds of membership).**

- Section 1. (a) Prospective New Members. The sequential process for the selection of new members is overseen by the Membership Chair, and is as follows:

**Prospective New Member Process**

1. Meeting visits
2. Nomination and application
3. Membership comments
4. Board vote
5. Orientation
6. Club introduction at meeting

1. A prospective new member shall be invited by a current member to at least one of the regular weekly Club meetings, where he/she is introduced as a "Guest". The guest should meet the Club members, learn of the purpose and structure of Rotary, learn about its service activities, and observe a program presentation. Members are encouraged to meet him/her and learn of his/her professional background and possible interest in the club.

2. The prospective new member is asked of his/her interest in joining the club. If he/she accepts, a Membership Proposal form, containing the signatures of support from at least three active members, is completed. His/her name is submitted to the Club Secretary, and is transmitted to members for review for an objection period of seven (7) days.

3. If no written objection is received by the board, stating reasons, within seven (7) days following publication about the prospective member, the proposal is eligible for approval or disapproval by the Board.

4. The Board shall first ensure that the prospective member meets all the membership requirements of the Club (Described and explained in Article 13, Section 2 below). If an objection has been filed with the Board, the Board shall vote on this matter. If approved despite the objection, the prospective member shall be considered approved for membership. This vote may occur in person or by a ballot circulated to the Board members via email). The Board shall not take more than 30 days to approve or disapprove a prospective new member.

5. The Club Secretary forwards a copy of the Membership Proposal Form to the Chair of the New Member Orientation Sub-committee, which is a part of the Committee on Membership. The Chair schedules an Orientation session, to provide information concerning the purposes of RI and of the privileges and responsibilities of membership in the Club, District 5710, Rotary International and the Rotary Foundation. Following Orientation, the Club President, Secretary and other pertinent officers and the new member sponsors are notified by the Chair of the Orientation Sub-committee that the Orientation has been completed.

6. The individual is introduced to the membership at a mutually agreeable Club meeting. The Chair of the Membership Committee will coordinate with Club Officers, the New Member, and the Introducer. The Club Secretary shall issue a membership card to the member and shall report such action to RI. The President will assign a member to assist with the new member's assimilation into the Club and assign a Club project or function.

7. Transferring or former members may be proposed to active membership by submitting the Membership Proposal form directly to the Board and the Club Secretary. Former members of the Manhattan Rotary Club may be reinstated to active membership by submitting the Membership Proposal form directly to the Board and the Club Secretary. Transferring and reinstated members are exempt from the seven (7) day objection period. When approved by the Board, the transferee or reinstated member shall immediately become a member and shall attend the New Member Orientation session (See Section 1 above), but is not required to do so before being introduced to the Club.

Section 2. Member in Good Standing. (Defined - Applies to both current and prospective new members): Reference is made herein to: (a) Rotary International By-Laws: Article 4, Section 4020, which defines "Active Membership" as "A person possessing the qualifications set forth in Article 5, Section 2 of the Rotary International Constitution may be elected to active membership in the club;" and (b) that Article and Section, which contains several individual guidelines

concerning both individual membership criteria, and the corporate makeup of the entire club's membership. Those criteria include:

- (a): an adult person of good character and good business, professional and/or community reputation;
- (b): engaged as a proprietor, partner, corporate officer or manager of any worthy and recognized business or profession; or
- (c): holding any important position in any worthy and recognized business or profession or any branch or agency thereof and have executive capacity with discretionary authority; or
- (d): having retired from any position described above; or
- (e): being a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary; or
- (f): having the status of Rotary Foundation alumnus as defined by the board; or
- (g): having interrupted employment or having never worked in order to care for children or to assist the spouse in their work; and
- (h): having his or her place of business or residence located in the locality of the club or the surrounding area.
- (i): implied but not stated directly is the assumption that a member in good standing pays his/her dues on time.

Article 5: Section 2 further describes in detail the goal of a membership profile, "in which no one business, profession or type of community service predominates." Considerable verbiage is consumed describing an intent to guard against more than 10 percent of a club's membership aligned in the same category, or "classification" of employment.

Article 9: Section 1 – General Provisions: of the Rotary International Standard Club Constitution includes the admonition that "each member should attend the club's regular meetings," and goes to great length to stress the importance of attendance as a measure of active participation in club activities, programs, decisions and committee service activities. Article 5: Section 2 of the Manhattan Rotary Club (MRC) By-Laws (above) describes the "50 percent" guideline as an acceptable baseline for attending weekly meetings, and strongly suggests that each member be in attendance for at least 60 percent of any one meeting, in order to be considered "present" for that meeting.

***Perspective:** As referenced in Article 5: Section 2 of the MRC By-Laws, the intent of Rotary International in establishing "member in good standing" guidelines hinged upon such issues as "good character", "recognized leadership", "classification" and "attendance" cannot be over-emphasized (or ignored). At the time of Rotary's founding in 1905, virtually all dynamic business engagement was face-to-face; the telephone was the "modern technology"; coast-to-coast travel was via rail; intercontinental travel was via ship; recognized "leaders"*

*were identified by title or position, the Wright Brothers had yet to fly at Kitty Hawk; and television (let alone cable and the Internet) had not been invented.*

*Rather than comparing today's typical business practices with those of over a century ago, a more useful analogy would be to substitute the term "engagement" for many, if not all of the descriptors the founding Rotarians used to define the extent to which a "member in good standing" actively employed the notion of "service above self" in his/her ongoing dealings ... within Rotary, and with the communities he/she sought to serve. In the days of Paul Harris, it was difficult to be "engaged" without attending meetings, identifying with those whose professions aligned with or complimented your own, using one's "title" to leverage an honorable intent to its maximum, and to utilize available resources to accomplish agreed-upon service projects.*

*Today's realities and technologies enable and even promote the recognition that: one can define leadership by deed as well as position; engagement is more likely proven by success rather than meetings attended; diversity and teamwork are nearly self-assured because of the wide range of skills and abilities required to achieve worth-while service to others ... locally as well as globally; and the length of attendance at a "meeting" is less of a determiner of success than the level of engagement expressed by those involved.*

*Face-to-face meetings are important ... to be sure. Fellowship and the recognition of "common purpose assembly" can be accomplished through a wide range of technologies, but one can't deny or dismiss the value of human interaction in the same time and space.*

Therefore, rather than to ignore (or even debate) the value of the identifiers used by the founding Rotarians to define a "member in good standing", the Manhattan Rotary Club embraces those concepts, and urges their continued use as a set of "guidelines" for identifying current and future members who fit the Paul Harris standard. Simply substituting "should" or "may" for "will" or "must" in the requirements listed above respects the wisdom of those who founded Rotary, while embracing the limitless present and future of our club and its members as we continue to pursue "Service above Self" as our defining purpose.

Section 3. New members will be billed for the \$25 admission fee plus prorated dues for the balance of the Rotary year. Transferring and reinstated members do not pay the admission fee but will be billed for prorated dues for the balance of the year.

Section 4. Honorary Members. The Club may elect, in accordance with the Standard Rotary Club Constitution, honorary 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 discussion.

**Article 15. Order of Business.**

Meeting called to order.  
Introduction of visiting Rotarians and then other guests.  
Correspondence and Announcements.  
Rotary Information.  
Committee Reports if any.  
Unfinished Business.  
Any New Business.  
Address or Program.  
Adjournment.

**Article 16. 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 communicated 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 Bylaws and with the RI Constitution and Bylaws.

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Approved by the Manhattan Rotary Club Board of Directors February 11, 2016