

**Bylaws of the Rotary Club of
Xenia, Ohio
(Current as of 10/24/17)**

Article I Purpose

Section 1 - The Rotary Club of Xenia (hereafter referred to as "Club") shall continuously maintain a registered address and club location within the State of Ohio. The principle office of the Club shall be located at such a place determined by the Board of Directors (hereafter referred to as the "Board"). The Secretary of the Club shall function as Statutory Agent as required by the State of Ohio.

The elected officers of the Club shall constitute the Board of Directors of the Rotary Club of Xenia. The president, vice president/president-elect, secretary and treasurer of the Club shall serve as president, vice-president, secretary and treasurer of the Board of Directors of the Rotary Club of Xenia, Incorporated. The active membership of the Club shall be the constitution of the corporation.

The president of the Club, or his designee, will serve as moderator of all annual and special Club assemblies or at anytime a vote is requested of the active membership.

Section 2 - *Nonprofit Purpose* - The club is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In furtherance of such purposes, the Club shall have full power and authority to perform all acts necessary or incidental to the above to carry out the purposes of the Club as set forth in the Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of Ohio law.

Article II Board of Directors

The governing body of this Club shall be the Board of Directors consisting of 7 members of this Club, namely 7 directors elected in accordance with Article III, Section 1, of these bylaws and the Secretary and Treasurer appointed by the Board of Directors and approved by the membership. Voting members shall only be those 7 elected to the Board and 2 appointed by the Board.

Article III Election of Board Members

Section 1 - At a regular meeting in the third week of November, members shall vote for 3 nominees for an appointment to the Board. All members are eligible who have had membership in the Xenia Club for at least 3 years. The 3 candidates receiving a plurality of the votes shall be placed on a ballot in alphabetical order and shall be voted for at the following meeting. The candidate receiving a majority of the votes shall be declared elected to the Board, whose term will begin July 1 of the following calendar year. The ballot is created, the vote is conducted, and counted by the Club Secretary and the Assistant Club Secretary (or a Board appointee).

Section 2 - A vacancy on the Board of Directors shall be filled by the second highest vote recipient in the election, conducted as in Section 1, held closest to the vacancy.

Section 3 - A vacancy in the position of Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer shall be filled by action of the members of the Board of Directors and approved by the membership.

Section 4 - Terms for members of the Board of Directors will be 7 years. Terms will commence with being:

- 1st Year:** Director of Programs and Fellowship
- 2nd Year:** Director of Youth Exchange
- 3rd Year:** Director of Service Projects and Fundraising
- 4th Year:** Director of Communication and Public Relations
- 5th Year:** President Elect and Director of Membership
- 6th Year:** President and Director of Administration
- 7th Year:** Past President and Director of Giving

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 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 Directors of the Club 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 the records of membership, record the attendance at meetings, send out notices of meetings of the Club, Board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International (hereafter referred to as "RI"), including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active, senior active and past service member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the Club meetings, which shall be made to the district governor immediately following the last meeting of the month, collect and remit to RI subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office of secretary. This is a voting position.

Section 3a - *Assistant Secretary.* Under the general supervision of the Secretary and Board, ensures all Club activities are managed as necessary. This is a non-voting position. Manages weekly club attendance records, including visitors and visiting Rotarians, and provides summary to the Secretary. Maintains member biographical information, including updates of the current directory, and processes new member proposals and nominations. Collects minutes of meetings and puts in form that is acceptable for club archives and club bulletin. Assists Secretary with necessary preparation for weekly meetings. Supervises the distribution and collection of name badges. Substitutes when Secretary is unavailable.

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 the office of treasurer. The treasurer will also maintain a banking relationship, initiate an annual audit of Club finances, create and report budgets, and file all required IRS and RI documentation. Upon retirement or resignation 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. This is a voting position.

Section 4a - *Assistant Treasurer.* It shall be the duty of the assistant treasurer to collect and process for the all fines and associated monies during weekly meetings; prepare membership billing each quarter, and assist the treasurer in member and fund accounting. This is a non-voting position.

Article V: Indemnification

All those officers serving in the club, whether elected or appointed, shall be indemnified consistent with the club's liability insurance in connection with the defense of any action, suit, or proceeding to which they have been made a party by reason of being or having been such a worker. The club shall maintain

comprehensive liability coverage. This protection shall not extend to matters in which these workers are deemed to be liable for gross negligence or willful misconduct in the performance of their duties.

Article VI Committees

Section 1 -

- (a) The president shall appoint the following standing committees:

Administration

Membership

Communication and Public Relations

Service Projects and Fundraising

Youth Exchange

Programs and Fellowship

Giving

- (b) The president shall, also appoint ad hoc committees as deemed necessary.
- (c) All Standing Committees will consist of a Director whose assignment is confirmed within the Board of Director sequence stated in Article III, Section 4 of the Club Bylaws, and not less than two (2) other members.
- (d) All Sub Committees of the Standing Committees shall each consist of a Chairman who is selected by the Director and not less than two (2) other members approved by the Board.
- (e) The president shall be *ex-officio* member of all committees and, as such, shall have all the privileges of membership thereon.
- (f) All committees shall transact such business as is delegated to it in the 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 to the Board and approved by the Board.
- (g) Where feasible and practicable in the appointment of Club Sub 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 as recommended by the Director and approved by the Board.
- (h) The Chairmen of Sub Committees shall be responsible for all activities related to their purpose and shall supervise and coordinate the work of their committees. The Chairmen of Sub Committees will report to the Director of the Standing Committee.

Article VII Duties of Standing Committees

Section 1 - Administration. This committee will consist of the President, Secretary, Treasurer and other Directors or members as requested by the President and will manage club operations. The responsibilities include Director assignments, budget, weekly meetings, record keeping, club history, audit, bylaws, district coordination and other duties normal to club operations. An annual financial audit with report to the Board is mandatory.

Section 2 - Membership. The Director will appoint a Membership Committee which will oversee all membership activities. The responsibilities include identifying and implementing strategies to recruit and retain members, new member eligibility and screening and recommendation of new members to

the Board. The committee will conduct classification surveys, new member training and orientation, coordination and use of RI and District membership resources and other activities normal to membership development. The committee will address attendance and other membership issues, report to the Director of Membership and make recommendations for action to the Board.

Section 3 - *Communication and Public Relations.* The Director will appoint a Public Relations Committee. The committee duties include publicity to the community of Rotary programs and activities and education on the purpose and ideals of Rotary. The committee will use the press, social media, promotional materials and other practical methods to inform the public about Rotary. The Director will recruit and assign communications positions for newsletter and club internet site management. These positions will create and distribute weekly newsletters and maintain and update electronic club information. The committee will also provide information on vocational relationships and standards and be in charge of the Rotary booth and display for use in community activities.

Section 4 - *Service Projects and Fundraising.* The Director will recruit and appoint various members or committees for service projects as deemed appropriate and desirable by the club for community outreach. The Director will also appoint members or committees for fundraising activities to create financial resources for club projects and giving. The Director will screen and prioritize member ideas and recommendations for projects and fundraisers and report to the Board.

Section 5 - *Youth Exchange.* The Director will recruit and appoint committees as needed for Rotary Youth Exchange, Rotary Youth Leadership (RYLA) and Interact/Rotaract. These committees will manage and oversee all youth activities for the club including inbound and outbound students, host family recruitment, RYLA programs and Interact/Rotaract Club initiatives. These committees will follow District guidelines as required for these programs and report to the Director who will report to the Board.

Section 6 - *Programs and Fellowship.* The Director will manage member assignments for weekly programs. This responsibility includes screening of individuals and organizations that will present a program to the club and assisting members with obtaining programs. The Director will also recruit and appoint members or committees as needed for social or fellowship activities for club members and their families.

Section 7 - *Giving.* The Director will recruit and appoint committees for Grants, Scholarships and other giving initiatives as needed. The Grant Committee will consider all grant applications and give recommendations to the Board for approval. The Scholarship Committee will communicate information to eligible schools, screen applications and give recommendations to the Board for approval. The Director will also recruit and appoint members or committees as needed for International Projects and RI Foundation giving and will serve as liaison for the local Xenia Rotary Foundation.

Article VIII Meetings

Section 1 - *Annual Meeting.* An annual meeting of this Club shall be held on the last Tuesday in June of each year, at which time the new President is introduced for the beginning of the ensuing year.

Section 2 - The regular weekly meetings of this Club shall be held on Tuesday 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 by the Board of Directors of this Club, pursuant to article VII, section 3 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.

Section 3 - One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club, except as provided in subsection 2.020.4 of the RI bylaws.

Section 4 - Regular meetings of the Board shall be held monthly as the Board decides. 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.

Section 5 - A majority of the Board members shall constitute a quorum of the Board.

Article IX Fees and Dues

Section 1 - The membership dues shall be an amount established annually by the Board payable quarterly on the first day of each quarter.

Article X Method of Voting

The business of this Club shall be transacted by *viva voce* vote except the election of Board members or amendments to its constitution or bylaws, which shall be by ballot.

Article XI Leave of Absence

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 up to 90 days. If there was a need to extend this time, the member would reapply to the Board.

(Note: 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 some other club, the excused member must be recorded as absent except that absence authorized under the provision of art. VII, sec. 3 of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article XII Finances

Section 1 - The treasurer shall deposit all funds of the Club in some bank to be named by the Board.

Section 2 - All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. The accounts of the club shall be reviewed or audited when deemed necessary by the Board of Trustees.

Section 3 - 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, cost of bond to be borne by the Club.

Section 4 - The fiscal year of this Club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.

(Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretariat.)

Section 5 - At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Article XIII Method of Electing Members (For All Kinds of Membership)

Every Rotarian shares the responsibility of seeking qualified individuals to join the Xenia Rotary Club. In this way, each member can help the club achieve a full representation of the business and professional

life of the community. Here is the procedure that is to be followed to propose and elect a person into the Xenia Rotary Club:

Section 1 - The person to be proposed for membership must attend a minimum of 4 meetings as a guest prior to being proposed by the member and must have worked, resided, or been a part of an organization in the community at least 1 year, unless they were a member of another Rotary Club, or this 1 year requirement is waived by the Board. The member proposing the person will contact all members of like or similar classifications in the Club prior to proposing the new member as an act of courtesy.

Section 2 - After completion of the above, the Club member submits the prospective member's name to the Club Secretary on the form provided by the Secretary. This form is forwarded by the Secretary to the Membership and Classification Committee for review.

Section 3 - The Membership and Classification Committee will review the proposal. This review will include an information session with the proposer, the prospective member, and at least one member of the Membership and Classification Committee to discuss membership in Rotary. This will give the Committee an opportunity to learn more about the person being proposed. During this meeting the prospect will be given a Rotary fact sheet, a copy of a recent newsletter, a copy of the Rotary magazine, and a copy of "What is Rotary?" so that they have a better understanding of what Rotary is all about and to insure there are no surprises after becoming a member. If the review is favorable, the Committee will secure permission to publish their name and classification to the Club membership and recommend approval of the proposed member to the Board. The Committee will inform the Secretary of their findings which the Secretary will then present to the Board.

Section 4 - After the Board approves the prospective member, the proposer is notified of the Board action. The Board then notifies the membership confidentially, no announcement during a meeting, no "on table flyers," of the prospect's name and classification. A member may object to the membership of a proposed member; however, classification is not justification for objecting. Acceptable objections should be evaluated in conjunction with the Rotary Four-Way Test, presented in person before the Board and stating specific examples for objection - all of which will be held confidential. If no written objections are received by the Board within 7 days, the applicant, upon submitting his application, is considered elected to the membership.

Section 5 - It is imperative during this process that if there are any objections by the Club membership to the person being proposed that the Membership and Classification Committee be notified immediately. In this way the committee can notify the proposer of the reason for the objection and anonymity is maintained. Club members are encouraged to not wait until the entire process has played out to present their objections. This can save the Club, the proposer, and the person being proposed embarrassment later in the process.

Section 6 - Following the election, the president shall arrange for the induction of the new member; the Club secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member.

(a) At the first meeting after acceptance into the Club, the new member will be pinned by their sponsor in a very brief ceremony.

(b) The new member will then be scheduled to give a three minute vocational talk.

Section 7 - **Honorary Rotarian Membership** can be given, upon the Board's approval, of a non-Rotarian, elected for meritorious service in the furtherance of Rotary ideals and has all membership privileges, except office holding and voting rights. Does not have to observe attendance rules.

Section 8 - **Xenia Rotarian Emeritus**

(a) The purpose of this classification is to honor long and distinguished service and allow continued Rotary association for Rotarians whose life circumstance no longer allows

such service and association through ordinary classifications. This new classification is not for Rotarians who desire association without participation.

- (b) This classification, by nature, has no attendance or financial requirements. It is a classification of continued association with Xenia Rotary extended by the board to those deemed appropriate by the board.
- (c) This classification allows participation in any ordinary Rotary activity (fellowship, service, or financial) when the designated member chooses and is able.
- (d) It deepens the bond between Rotarians and Rotary.
- (e) It addresses the fact that some longstanding Rotarians would yet appreciate association with Xenia Rotary, though unable through ordinary classification and requirements.
- (f) This new classification is not for Rotarians who desire association without participation. It honors longstanding and excellent service in Rotary. It provides an opportunity to highlight, for all Rotarians, these examples of longstanding and excellent service, providing direction and motivation for all.
- (g) **MANNER AND CONSIDERATION -**
A name may be proposed to the board for consideration to become a Rotarian Emeritus by the Board or any Rotary member other than the Rotarian under consideration, with accompanying explanation.
- (h) **Long and Distinguished:** This new classification is not for Rotarians who desire association without participation. It is for Rotarians with a long and meritorious record of participation and service who, by life circumstances, are now prevented from such participation. The board shall consider length of service as a minimum of 20 years. However, variations on the minimum years may be considered in circumstances deemed appropriate by the board.

Article XIV Resolutions

No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

Article XV Order of Business

Meeting called to order.

Introduction of visiting Rotarians.

Correspondence and announcements.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article XVI 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 delivered, mailed or e-mailed 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 and with the constitution of Rotary International.