

By-Laws – December 2016 – Changes to vote on December 15, 2016

Attached is the final version of the by-law changes and below is a summary of the significant changes.

Summary of significant Rotary By-Law Changes:

1. Revise all references of “Vice-President” to President-Elect Nominee
2. Page 2. Add procedure to break tie vote for Board member elections
3. Page 3. Article III, Duties of Officers section 3 - , total revision, added a couple of general statements about duties for each officer. Also reference job description for each officer. Secretary is now reflective of actual duties.
4. Page 4. Also in Article III, Duties of Officers, add a section for duties of Past President
5. Page 4. Article IV, Meetings, Section 1, recommend changing Annual Meeting to last regular membership meeting January (instead of December)
6. Page 4, Article IV, Meetings Section 2, updated attendance expectation to 50%
7. Page 9 – 11, Article VIII, Duties of Committees, remove list of specific committees because it changes so often, keep references to Committee type; Club Administration, Club PR, Membership, Service Project, Rotary Foundation
8. Page 8 Article X, Finances, Section 1, revise “treasurer” to be Club Administrator shall deposit funds
9. Page 8 Article X, Finances, Section 5, revise “board” to President shall prepare budget
10. Page 9 Article XI, Method of Electing Members Section 6, revise “Club Secretary” to Club Administrator shall issue a membership card
11. Page 13 Article XIII, Order of Business, remove
12. Page 14, added Article XIV, means of conducting Board business

Bylaws of the Rotary Club of La Crosse, Inc.

Revised 11/14/2016

Article I

Board of Directors

Section 1 -- The governing body of this club shall be the Board of Directors consisting of seventeen (17) members of this club, namely, nine (9) directors elected in accordance with Article I, Section 1, of these bylaws, the President, President-Elect, President-Elect Nominee, Secretary, Treasurer, the immediate Past President, Sergeant-at-Arms and Rotary Works Foundation Liaison. All members of the Board of Directors have voting rights.

Section 2 -- Any member of the board may be removed for good cause by a vote of two-thirds (2/3) of a quorum of the board, after at least five days' advance written notice to the board member as to the time and place of the board meeting where removal will be considered. Good cause for removal shall consist of, but not be limited to, three unexcused absences or three consecutive absences regardless of excuse, during any fiscal Rotary year. The board may find good cause for removal based on other reasons in its discretion.

Article II

Election of Directors and Officers

Section 1 -- At a regular club meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for President, President-Elect, President-Elect Nominee, Secretary, Treasurer, Sergeant-at-Arms and three (3) members of the Board of Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as a club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be announced and printed in the *Coulee Report* for each office and shall be voted on at the annual meeting. The candidates for President, President-Elect, President-Elect Nominee, Secretary, Treasurer and Sergeant-at-Arms receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. The President-Elect and President-Elect Nominee elected in such balloting shall serve as a member of the board in that capacity for the year commencing on the first day of July next following the election; and shall assume office as President and President-Elect respectively on the first day of July immediately following the year of service on the board as President-Elect or President-Elect Nominee. In

the event that no candidate for any position wins an outright majority of votes on the first ballot, the candidates who are tied for first place on the ballot shall draw straws in front of the membership to determine the winner with the person who draws the longest straw winning the election. Candidates not present do not draw straws.

Section 2 -- The officers and directors so elected, together with the immediate Past President and Rotary Works Foundation Liaison, shall constitute the Board of Directors. Each person who is elected or appointed to said offices shall be deemed to be appointed to the office of director of this organization and the term of such director shall expire when his term as President, President-Elect and President-Elect Nominee, Secretary, Treasurer, immediate Past President, Sergeant-at-Arms, or Rotary Works Foundation Liaison expires.

Each director shall serve in that capacity until his successor is chosen and assumes the duties of office. In addition, the at-large directors of this corporation shall be selected for staggered terms of three years each from the membership-at-large and voted on by said membership at the time and place of the annual meeting of the Rotary Club of La Crosse.

After the transition to staggered terms as required by these by-laws, three (3) new directors will be elected annually to fill the vacancies of directors at-large whose three year terms have expired. Thereafter, when the term of office of any director selected by the membership-at-large expires, the membership-at-large shall elect other directors whose terms shall be for three (3) years.

Section 3 -- The terms of the offices and directors shall be as follows:

President, President-Elect and President-Elect Nominee – the term of office shall be for a non-renewable period of one (1) year commencing the first day of July following the election of said officer. The term of President, President-Elect or President-Elect Nominee shall not exceed one (1) year except where an officer is required to serve to fulfill an unexpired term.

Secretary, Treasurer, Sergeant-at-Arms, and Rotary Works Foundation Liaison – The term of office shall be for a period of one (1) year commencing the first day of July following the election of said officer. In no event shall the term of Secretary, Treasurer or Sergeant-at-Arms exceed three (3) consecutive years for any person.

Directors-at-large – Except as provided herein, the term of office of the nine (9) at-large directors shall be for a non-renewable period of three (3) consecutive years. Recognizing the importance of continuity, all terms of office for a director of this corporation chosen from the membership-at-large shall be for a term of three (3) years. Except where a director is appointed to fill a partially expired term, no member-at-large director shall serve for more than

three (3) consecutive years in that capacity, but may continue to serve on the board as one of the enumerated officers noted above.

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 remaining members of the Board of Directors-elect.

Article III

Duties of Officers

The Board of Directors, at their discretion, may create and maintain a list of more specific duties and expectations for each officer to supplement the list of general duties identified below. Any such list of duties and expectations is incorporated by reference as though fully restated here. To be effective for any given club year, the list of duties must be given to each officer in person or electronically, within a reasonable time of that officer taking office. Any changes to this list of duties which the Board of Directors may adopt at any of its meetings must be distributed to each officer within a reasonable period of time after the changes take effect. Creation, amendment and termination of the supplementary officer duty and expectation list shall be subject to the bylaw amendment rules.

Section 1 -- *President.* It shall be the duty of the President to preside at meetings of the club and board, represent the club at the district level, work with Club Administrator to coordinate the work of the club and to perform such other duties as may be prescribed by the board.

Section 2 -- *President-Elect* It shall be the President-Elect's duty to serve as a member of the Board of Directors of the club, to attend President-Elect Training, to attend the Rotary International Conference and to perform such other duties as may be prescribed by the President or the board. It shall be the President-Elect's duty to preside at meetings of the club and board in the absence of the President.

Section 3 -- *President-Elect Nominee.* It shall be the President-Elect Nominee's duty to serve as a member of the Board of Directors of the club, to attend President Elect Training, and to perform such other duties as may be prescribed by the President or the board. In the absence of the President and President-Elect, the President-Elect Nominee shall fulfill the above duties.

Section 4 -- *Secretary.* It shall be the Secretary's duty to serve as a member of the Board of Directors of the club, provide assistance at weekly club meetings, take Board meeting minutes in the absence of the Club Administrator, and to perform such other duties as may be prescribed by the President or the board.

Section 5 -- *Treasurer.* It shall be the Treasurer's duty to serve as a member of the Board of Directors of the club, to oversee the club's finances including revenues and expenses, assets and debts, to issue monthly financial reports for Board of Director meetings, and to work with the board to keep the organization financially sound in the present and future, and to perform such other duties as may be prescribed by the President or the board.

Section 6 -- *Past President.* It shall be the Past President's duty to serve as a member of the Board of Directors of the club for one year following the term of his/her presidency. The Past President may preside over club meetings in the absence of the President.

Section 7 -- *Sergeant-at-Arms.* It shall be the Sergeant-at-Arms' duty to serve as a member of the Board of Directors, to assist at weekly club meeting, to perform such other duties as pertain to the role of Sergeant-at-Arms as may be prescribed by the President or the board.

Section 8 -- *Youth Protection Officer.* It shall be the duty of the Youth Protection Officer to serve as a member of the Board of Directors, chair the Youth Protection Committee and together with that committee to develop, implement, and monitor District 6250's Youth Protection Policy for our Club. The Youth Protection Officer must have satisfactorily completed District 6250's Youth Protection Training and successfully completed the required Affidavit and background check.

Section 9 -- *Rotary Works Foundation Liaison.* It shall be the duty of the Rotary Works Foundation Liaison to serve as a member of the Board of Directors and serve as an information conduit between the Rotary Club of La Crosse and Rotary Works Foundation acting as a proactive advocate with each on behalf of the other.

Article IV Meetings

Section 1 -- *Annual Meeting.* An annual meeting shall be held on the last regular membership meeting in January of 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 Thursday at 12:00 PM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members except an honorary member (or member excused by the Board of Directors of this club, pursuant to Article VIII, Section 2 (b) 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 being present for at least fifty (50) 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 VIII, Section 1.

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

Section 4 -- Regular meetings of the board shall be held on the second Monday of each month. Special meetings 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 V Fees and Dues

Section 1 -- The admission fee shall be \$50.00 to be paid before the applicant can qualify as a member.

Section 2 -- The membership dues shall be determined by the Board of Directors on an annual basis. Dues shall be payable quarterly on the first day of July, October, January and April. Dues shall include a subscription to the *Rotarian Magazine*.

Article VI Method of Voting

The business of this club shall be transacted by voice vote including the election of officers and directors, except when there is a contested election in which case the vote for the contested office shall be by written ballot.

Article VII Committees

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, appointing committee chairs 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. 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.
- Club Administration. This committee should conduct activities associated with the effective operation of the club.
- 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 Foundation. This committee should develop and implement plans to support the Rotary International Foundation and the Rotary Works Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- (a) The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) 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.
- (c) 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 VIII

Duties of Committees

Rotary Club Committee Structure

This club committee structure is based on the Recommended Rotary Club Bylaws. Club committees are charged with carrying out the long-range goals of the club. Club committee chairs report all committee activities to the club's board. The committees must support the purpose of at least one of the roles described below:

- **Club administration** – This committee should conduct activities associated with the effective operation of the club.
- **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.
- **Membership** – This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **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 Foundation** – This committee should develop and implement plans to support the Rotary International Foundation and the Rotary Works Foundation through both financial contributions and program participation.

Additional ad-hoc committees may be appointed on an annual basis depending on club size and goals.

Article IX

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; 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 Article VII, Section 2 (b) of the Constitution is not computed in the attendance record of the club.)

Article X

Finances

Section 1 -- The Club Administrator shall deposit all funds of the club in some bank to be named by the board.

Section 2 -- All expenses shall be paid only by checks or Rotary Club credit card signed by the Treasurer or another authorized officer. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

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 the bond to be borne by the club.

Section 4 -- The fiscal year of this club shall extend from July 1 to June 30 and the collection of member dues shall be divided into four (4) quarterly periods extending from July 1 to September 30, October 1 to December 31, January 1 to March 31 and April 1 to June 30. The payment of per capita dues and magazine subscription revenues to Rotary International shall be made yearly on July 1 and January 1 on the basis of club membership on those dates.

Section 5 -- At the beginning of each fiscal year the Board President 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 XI

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. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2 -- The board shall request the classifications committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

Section 3 -- The board shall approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposer, through the club secretary, of its decision.

Section 4 -- If the decision of the board is favorable, the proposer then will receive a letter from the Administrator stating that the prospective member has been recommended and

the next step is theirs. The proposer will receive information on Attendance, Fees and the Application Form that will need to be filled out and signed by the prospective member. The signed Application Form is then returned to the Administrator. The prospective member's name will be published in *The Coulee Report*, giving the membership ten (10) days to inform the Board of Directors of any objections.

Section 5 -- If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of the admission fee, as prescribed in Article V of the Bylaws, shall be considered elected to membership. If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If the members of the board cast no more than two (2) negative votes in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee, shall be considered elected to membership.

Section 6 -- Following the member's election to membership, the proposer and the prospective member will meet with an Orientation Committee member for a brief Orientation. The Club Administrator shall issue a membership card to the member and report the member's name to the General Secretary of Rotary International.

Section 7 -- The member shall be formally introduced as a new member at a regular meeting of the club.

Article XII 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 XIII Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been electronically 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 bylaws of Rotary International.

Article XIV

Means of Conducting Board of Directors Business

It shall be acceptable practice that the Board of Directors transact club business through electronic communications including but not limited to e-mails, telephone, fax machines, computer messaging, computer polling and other reasonably reliable and appropriate methods of communications, at their discretion, provided any notice requirements are met. Any actions required or permitted to be taken at a meeting of the Board of Directors may be transacted outside such a meeting through electronic communications.

Revised and Adopted 2003

Revised and Adopted 2006

Revised Committees 2009

Revised Youth Protection Committee 8/25/2009

Revised Sergeant-at-Arms and Rotary Works Foundation Liaison 1/13/2010

Revised La Crosse Rotary Foundation to Rotary Works Foundation 3/13/2010

Revised and Adopted,