THE BYLAWS OF THE ROTARY CLUB OF AURORA

**Article I Definitions**

1. Board: The Board of Directors of this club.
2. Director: A member of this club’s Board of Directors.
3. Member: A person who has paid his annual dues and considered in good standing by the Board of Directors.
4. RI: Rotary International.
5. Year: The twelve month period between July 1 and June 30.

**Article 2 Board**

The governing body of this club shall be the Board of Directors (herein referred to as the “Board”) consisting of (6) six elected members of the club and the immediate past president when membership is less than 51 members, and eight (8) elected members of the club and the immediate past president when membership is more than 50 members…membership determined by the most recent official report to RI. Directors elected in accordance with Article 3, Section 1, of these bylaws, shall be the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and 2 (or 4) at-large directors. The Director at-large position shall be a two year term with one Director (or 2) elected each year in overlapping terms.

**Article 3 Election of Directors and Officers**

***Section 1*** The Nominating Committee shall consist of the five available most recent past presidents with the Chairman being the most recent past president. It shall be the duty of this Committee to nominate the candidates for member of the Board of directors which include the President-elect, Secretary, Treasurer, and 2 (or 4 if size appropriate) other members to serve as Directors. At a regular November meeting, the Chairman of the Nominating Committee shall ask for nominations by members of the club for President, Secretary, Treasure, and two(2) or four(4) as needed Directors. No member shall serve as director for more than two consecutive years as director without at least a one year break. The nominations may be presented by a nominating committee or by a member from the floor. These nominations shall be reported to the Board of Directors for approval at the regular meeting of the Board at the December Board meeting.

***Section 2*** The nominations so made shall be placed on a ballot and presented to the club membership at the December business meeting which is the Annual Meeting. The nominations shall be placed under each office in alphabetical order. The candidates receiving the largest share of votes at the Annual Meeting shall be declared elected to their respective offices. Voting shall take place at the Annual Meeting of the club which will be on the second or third Wednesday in December. The Directors elected in such balloting shall serve as a Director for the year commencing on the first day of July next following the election. The president-elect shall serve as a Director starting on the first day of July following the election and assume office as President of the first day of July immediately following that year.

***Section 3*** A vacancy in the Board or any office shall be filled by recommendation of the remaining Directors and approval of the club membership at any time during the year.

**Article 4 Duties of Officers**

***Section 1***-President. It shall be the duty of the President to preside at meetings of the club and the Board and to perform other duties as ordinarily pertains to the office of President.

***Section 2-***Prersident-Elect it shall be the duty of the President-Elect to serve as a Director and to perform such other duties as may be prescribed by the President or the Board. 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.

***Section 3***- Secretary It shall be the duty of the secretary to keep membership records: record attendance at all meetings: send out notices of club, board and committee meetings; record minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January 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 all RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

***Section 4-***Treasurer it shall be the duty of 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 pertain to the office of treasurer. Upon retirement from office, the treasure shall turn over to the incoming treasurer or to the club President all funds, books of accounts, or any other club property. The treasurer shall have a second signee at the banking institution used by the club in case the treasurer cannot perform his or her normal duties. This signee should have the ability to sign on all accounts of the club. The signee should be chosen by the Board of Directors.

***Section 5***-Sergeant-at-Arms the duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board. The position of sergeant-at-arms is not a member of the Board and therefore has no vote as a Board member. The sergeant-at-arms shall be responsible for setting up the club meetings and to arrange for the greeter of club members.

***Section 6-*** Director at-Large the duties of the Director at-Large are to represent the club membership and to provide leadership in those areas identified by the President.

**Article 5 Meetings**

***Section 1-*** Annual Meeting. An annual meeting of this club shall be held on the second or third Wednesday I n December 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 meetings of this club shall be held on each Wednesday at 7:30 a.m. provided that for an emergency or for good cause the Board or the President may cancel the meeting.

All members shall have due notice of any changes or cancellations of meetings by email or phone, whichever is appropriate for the situation. It is up to the Board of Directors to determine if a member’s attendance places him or her in good standing with the Club. This is because some members cannot attend meetings at certain times of the day or night, but can participate in other club functions at other times.

***Section 3-*** Fifty-one percent of the membership shall constitute a quorum at the Annual and regular meetings of this club. A simple majority of those voting affirmatively constitutes a passed vote when a quorum is present. In the event that less than 51% of the membership is present, a two-thirds affirmative vote (of those in attendance) constitutes a passed vote as long as at least 25% of the membership is present and the membership of the club has been notified of the substance of the item being voted on via email at least 48 hours prior to the vote.

***Section 4-***Regular meetings of the Board shall be held monthly at the time, place and location chosen by the current President with the approval of the Board. Special meetings may be called by the President when deemed necessary, or upon request of 2 directors with 5 days advance notice, having been given to all officers and directors.

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

***Section 6-***`Any member of the Board of Directors failing to attend three (3) consecutive Board meetings and or more than 4 board meeting is a fiscal year without an excused absence will be automatically removed from the Board. Such person shall be replaced by a member of this club at the discretion of the remaining board and with the consent of the club members.

**Article 6- Fees and Dues**

***Section 1***- The admission fee shall be such amount as shall annually be determined by the Board, to be paid before the applicant can qualify to become a member.

***Section 2-*** The membership dues shall be an amount as shall annually be determined by the Board, to be paid annually before July1st and include “The Rotarian” magazine.

**Article 7- Method of Voting**

The business of this club shall be transacted by viva voce\* vote or as determined by the Board, except for the election of officers and directors which shall be done by ballot. The Board may consider that a specific resolution be considered by ballot rather than by voice vote. (Note:*Viva Voce is defined as* *the club voting is* *conducted by vocal assent. There are no exceptions to this rule. When*

**Article 8- Avenues of Servic*e*** *the* five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are: Club Service, Vocational Service, Community Service, New Generation Service, and International Service. This club will be active in each of the five Avenues of Service. The President may, subject to the approval of the Board appoint standing committees in these five areas of service.

All international projects must have oversight from a Rotary club in the locale/country where the project is located: this oversight shall include control of the project and the collection and disbursement of the money for the project by both the project club and the partner club. Confirmation and agreement of details of the project and its oversight, shall be in writing from both the project club and the partner club. No new projects or changes to existing projects shall take place without the complete review by the board and vote of approval by the club membership. Annual financial assessment of specific projects shall be made prior to the end of the clubs fiscal year.

**Article 9- Committees**

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, president-elect, 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 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 need of its community and communities of other countries.

***Fund Raising:***

This committee should develop and implement projects that raise funds in support of both local, foundation, district and international service efforts

***The Rotary Foundation:***

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

***The Rotary Foundation of Aurora:***

 This committee should work with The Rotary Foundation of Aurora and its directors to further the goals of that organization.

Additional ad hoc committees may be appointed as needed.

1. The President shall be ex officio a member of all committees and as such shall have privileges of membership thereon.
2. 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.
3. 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 10-Duties of Committees**

The duties of committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year. At the end of each fiscal year at the annual club meeting each committee shall present in writing an annual report of the Committee’s work for the year.

Each committee shall have a specific mandate, clearly defined goals budgetary plans 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 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 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 up to (6) six months subject to review and renewal of the Board.

**Article 12- 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

***Section 2***-The treasurer shall deposit all club funds in a financial institution named by the Board.

***Section 3***-All bills shall be paid by the treasurer. Another authorized club member shall have access to all financial accounts and have the ability to write checks and observe the accounts of the club in the absence of the treasurer and as directed by the Board.

***Section 4-*** The treasurer shall provide annually to the club Finance Committee all club financial ACTIVITY FOR REVIEW. This review would include analysis by a qualified person. Finance Committee shall discuss their findings with the Board and shall report to the club annually on its review. The treasurer shall provide all financial activity monthly to the Board. Whenever there is a change in person acting as Treasurer, an internal review of all club finances shall take place.

**Article 13- Method of Electing Members**

***Section 1***- The proposed member’s application for membership (proposed by an active member of the club who has fully informed the prospective member of the privileges, expectations and responsibilities of club membership) shall be submitted to the Board for review.

***Section 2***- Upon approval by the Board, by personal meeting, phone call, or email confirmation, the Board will email a copy of the front page of the application to the Membership for approval. If no disapproval is received within five (5) days, the new member will be considered elected into membership of the club.

***Section 3***- Following election and payment of initiation fee and club dues, the President will arrange for the new members induction, membership badge, and new member literature In addition, the secretary will report the new member information to RI and the President will assign a member to assist the new member’s assimilation to the club as well as assign the new member to a committee and various club projects and functions.

***Section 4-*** The club may choose, in accordance with the above procedures, to induct to honorary membership persons who have distinguished themselves by meritorious service in the furtherance of Rotary’s ideals or are considered friends of rotary’s cause, as proposed by an active member of the club, and approved by the board and membership. Such honorary members may be excused from paying dues or any initiation fee and attendance requirements.

***Section 5***- New Membership Categories for Rotary Club of Aurora. The following is a chart for costs and voting rights of the new membership categories adopted in 2016.

Business Memberships 1 Member from business…normal dues and initiation fee for 1 member attending…1 vote If more than 1 person from that business attends as a member, an extra $80 is charged but the membership still has only 1 vote. A maximum of 3 associate members may join on a business membership, each extra member will cost an additional $80, but the business membership still has only one vote.

Family Memberships 2 or more members 1 Vote $210/yr. dues 1 initiation fee

Honorary Memberships 1 Membership paid 1 Vote no attendance requirements but must have board approval

With business memberships and family memberships, the primary member will be on the roster and will receive “The Rotarian” magazine.

**Article 14- Resolution**

The club shall not consider any resolution or motion for funds or to publicly 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 action.

**Article 15- Bereavement Policy:**

Aurora Rotary Club maintains a Bereavement Policy to be used as a guide in the equitable distribution of gifts and recognition of members who are no longer with us. As a general guideline each member who passes will be recognized with a $100.00 gift to the charity of their choice or a gift of flowers. It is clearly understood that some members will have contributed more to the club over the years and are deserving of more recognition. Some examples of this are past presidents, members with outstanding service records, have been victims of extreme hardships, etc. In these cases, gifts should have a maximum limit of $500.00. In these cases, the board must approve the disbursement of funds; however, they do not need to be voted on by the general membership.

In much rarer cases more than the normal recognition are appropriate and in order. Upon a vote by the board and approval of a majority of the general membership in attendance at a meeting where the vote is presented, larger disbursements can be made up to $1,000.00. Note, a gift to the scholarship fund in the name of the person who is being recognized is always a good choice.

**Article 16- Votes by email**

In some situations, time does not permit, or it is impossible to bring either the board or membership together in person for a vote. In such cases votes maybe taken and the outcome will be consistent with the requirements of By-Laws. Email or Zoom votes must be recorded in the minutes to officially reflect the will of the governing body. Further, a follow up email must be sent to all board or members with the results of the vote. In the event of no response it will be treated as an “Abstention vote”. From Wikipedia “*An abstention may be used to indicate the voting individual's ambivalence about the measure, or mild disapproval that does not rise to the level of active opposition*”

**Article 17- Youth Protection Officer and Policies**

It a requirement of District 6630 that all clubs have a Youth Protect Officer (YPO) of record and that the President and YPO follow the guidelines of the Youth Protection Policy published on the District 6630 website at [www.rotarydistrict6630.org](http://www.rotarydistrict6630.org). In addition, the Club will provide training regrading youth protection. All members are bound by the Youth Protection Policy.

**Article 18- Order of Business**

Breakfast

Meeting Called to Order

Correspondence, announcements, and rotary information

 Committee reports if any

 Any unfinished business

 Any new business

Program

Adjournment

**Revision History**

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| Ref | Date | What Was Revised | Who |
| A | Feb 1, 2022 | General review and update of graphics. Revised projects list. Added general policy for Bereavement Gifts and Acknowledgements. Article 14 last word in last sentence changed to without action was without discussion. Basic correction of typo’s and punctation. | Alex Jacobs |
| B | July 26,2022 | Updated after revisions from the Board of Directors vote | Alex Jacobs |
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