

Bylaws
Stillwater Frontier Rotary Club
District 5750
(Amended August 9, 2018)

Article I Definitions

1. Board: The board of directors of this club.
2. Director: A member of the board of directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on July 1.

Article 2 Board

The governing body of this club shall be the board consisting of twelve club members, namely, the president, vice president/president-elect (hereinafter, "president-elect"), secretary, treasurer, sergeant-at-arms, communications director, five Avenues of Service directors, and the immediate past president.

The governing body of a satellite club of this club shall be the satellite board consisting of nine members, namely, the chairman, chairman-elect, immediate past chairman, secretary, treasurer, and the chairs of the membership, club public relations, service projects and The Rotary Foundation committees. The satellite board shall serve in the capacity of the club administration committee.

Article 3 Election of Officers and Directors

Section 1 – At a regular meeting at least four weeks prior to the annual meeting the presiding officer shall ask for the report of the nominating committee. The nominating committee shall present nominations for the offices of president-elect, secretary, treasurer, sergeant-at-arms and six directors. The presiding officer shall also accept nominations from the membership at large. During the annual meeting, the candidates receiving a majority of the votes shall be declared elected to their respective offices. The successful candidate for president-elect shall serve as a director for the year commencing July 1 following the election and shall assume office as president on July 1 of the next year.

Section 2 – The nominating committee shall consist of the president-elect who shall serve as chairperson, the most recent past president that is currently a member of the club, the treasurer and two members-at-large to be appointed by the current club president.

Section 3 – The officers and directors, so elected, together with the immediate past president shall constitute the board.

Section 4 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 5 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 4 Duties of Officers

Section 1 – *President*. The president shall preside at meetings of the club and the board and perform other duties as ordinarily pertain to the office of president.

Section 2 – *President-elect*. The president-elect shall have served previously as a board member of this club. The president-elect shall preside at meetings of the club and the board in the absence of the president and perform such other duties as may be prescribed by the president or the board.

Section 3 – *Secretary*. The secretary shall keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such

meetings; report as required to RI, including the semiannual reports of membership on January 1 and July 1 of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 4 – Treasurer. The treasurer shall have custody of all funds, accounting for them to the club annually and at any other time upon demand by the board, and perform 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 5 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be those that ordinarily pertain to such office and other duties as may be prescribed by the president or the board.

Section 6 – Immediate Past President. The immediate past president shall serve as the primary conduit of information between the club and its third-party provider of foundation account services. The immediate past president shall not have disbursement authority over any such accounts.

Article 5 Meetings

Section 1 – An annual meeting shall be held on a Thursday in 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 Thursday at 12:00 (noon). Due notice of any changes in or canceling of the regular meeting shall be given to all club members. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing 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 percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

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

Section 4 – Regular meetings of the board shall be held monthly as directed by a majority of the board. Special board meetings shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – No admission fee shall be required for membership in this club.

Section 2 – Membership dues may be adjusted at the annual meeting and are payable monthly. A subscription to the RI official magazine will be maintained for each member as part of the annual dues.

Article 7 Method of Voting

The business of this club or a satellite club shall be transacted by voice vote, except the election of officers and directors which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article 8 Five Avenues of Service

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, International Service and New Generations Service. This club will be active in each of the Avenues of Service.

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-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, taking into consideration the Avenues of Vocational Service, Community Service, and International Service.
- **The Rotary Foundation**
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be an ex officio 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 10 Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make 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.

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.

Article 12 Finances

Section 1 – Prior to the beginning of each fiscal year the board shall prepare a budget of estimated income and expenditure, which shall stand as the limit of expenditures for these purposes unless otherwise ordered by action of the board.

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

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

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

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds. The cost of the bond will be paid by the club.

Section 6 – The fiscal year of this club shall extend from July 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

Article 13 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision.

Section 4 – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 – If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within fourteen days following publication of information about the prospective member, that person shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member shall be considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 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
Flag salute
Prayer
Introduction of visitors
Correspondence, announcements and Rotary information
Sergeant-at-Arms report
Committee reports, if any
Unfinished business
New business
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. Notice of such proposed amendment shall have been provided to each member at least ten days prior to such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.