

# **Bylaws of The Rotary Club of Rochester Rochester, Minnesota**

*As Amended and Restated on August 4, 2016*

## **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 member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

## **Article 2 Board**

The governing body of this club shall be the board consisting of twelve (12) members of this club, namely, the president, president-elect, president-nominee, secretary, treasurer, and immediate past president, and six (6) directors, all elected in accordance with article 3, section 1, of these bylaws

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

**Section 1** – At least one month prior to the meeting for election of officers, the president shall appoint a nominating committee consisting of at least three (3), but not more than five (5), active members of the club. The nominating committee shall then select from the eligible members of the club candidates to fill the offices of president, president-elect, president nominee, secretary and treasurer for the year beginning the following July 1, with the understanding that, barring unforeseen circumstances, the candidate for president will be the current president-elect, and the candidate for president-elect will be the current president nominee. The nominating committee will also select three (3) directors to serve a two (2) year term beginning the following 1 July.

The names of candidates so selected by the nominating committee to serve as officers and directors, and such additional candidates as may be nominated from the floor and are willing to serve, shall be presented to the club at the annual meeting and duly voted upon. The candidate for each office receiving the highest number of votes cast at the meeting shall be declared elected. The three (3) candidates for director receiving the highest number of votes cast at the meeting shall be declared elected directors.

**Section 2** – The officers and directors, so elected, together with the immediate past president, shall constitute the board.

**Section 3** – A vacancy in the board or any office shall be filled by action of the remaining directors.

## **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 pertain to the office of president.

**Section 2** – *President-elect*. It shall be the duty of the president-elect to preside at meetings of the board or club in the absence of the president and to perform other duties as ordinarily pertain to the office of president-elect.

**Section 3** – *President-nominee*. It shall be the duty of the president-nominee to perform such duties as may be prescribed by the president or the board.

**Section 4** – *Secretary*. It shall be the duty of the secretary, in the absence of the club's administrative director, to 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 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 RI official magazine subscriptions; and perform other duties as ordinarily pertain to the office of secretary.

**Section 5** – *Treasurer*. It shall be the duty of the treasurer, in the absence of the club's administrative director, to have custody of all funds, accounting for them to the club annually and at any other time upon demand by the board, and to perform other duties as ordinarily 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, and any other club property.

**Section 6** – *Past President*. It shall be the duty of the past president to perform such duties as may be prescribed by the president or the board. In the absence of the President, the past president (or any other past president of the club) may be asked to preside at club meetings.

## **Article 5 Meetings**

**Section 1** – *Annual Meeting*. An annual meeting of this club shall be held 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 meetings of this club shall be held on Thursday 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 pursuant to article 8, sections 3 and 4 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.

**Section 3** – One-fourth 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 at a time and location determined by the board. Special meetings of the board 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** – The admission fee shall be determined by the board.

**Section 2** – The annual membership dues shall be determined by the board, payable in accordance with the policies of the club as established by the board.

## **Article 7 Method of Voting**

The business of this club shall be transacted by *viva voce*, including the election of officers and directors. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

## **Article 8 Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on Rotary's Avenues of Service. The president, president-elect, president-nominee and immediate past president shall 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 offering assistance to directors to recruit committee members to fill vacancies, and conducting planning meetings with each committee prior to the start of the year in office. It is recommended that committee chairs have previous experience as committee members.

Standing committees shall be appointed as follows: Club Service Committees (Meeting Activities, Club Activities, and Communications), Community Service Committee, International Service Committee, and Vocational Service Committee, Membership Development Committee. The service committees shall be chaired by the respective directors; the Membership Development Committee shall be chaired by the president-elect.

Additional ad hoc committees may be appointed as needed.

(a) The president and administrative director shall be ex officio members 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 9 Duties of Committees**

The duties of all committees shall be established and reviewed by the president-elect for his or her year. In declaring the duties of each, reference shall be made to the 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 10 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 11 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the board shall review and approve 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.

**Section 2** – The treasurer or administrative director shall deposit all club funds in a bank, named by the board.

**Section 3** – Bills shall be paid by the treasurer, or by the administrative director, with approval of the treasurer or president.

**Section 4** – A thorough review of all financial transactions by a qualified person who is not a director shall be made once each year.

**Section 5** – The treasurer, administrative director, and president shall be bonded as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 6** – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues, shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

## **Article 12 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 administrative director. 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 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 sponsor, through the administrative director, 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 application 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 seven (7) days following the announcement of the prospective member, that person, upon payment of club fees per club policy, 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, upon payment of club fees per club policy (if not honorary membership), shall be considered to be elected to membership.

**Section 6** – Following the election, the president or administrative director shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president, secretary, or administrative director will report the new member information to RI, and the president-elect 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 13 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 14 Board Responsibilities**

The board is responsible for hiring the administrative director of the club. The board should set the compensation for, and annually evaluate the performance of, the administrative director. The administrative director is not a voting member of the board.

### **Article 15 Amendments**

These bylaws may be amended by a majority vote of a quorum of all members, either present or by votes submitted electronically, provided that notice of such proposed amendment shall have been mailed (via postal service or e-mail) 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 standard Rotary club constitution, the constitution and bylaws of RI, and the Rotary Code of Policies