

**BY-LAWS  
of the  
ROTARY CLUB  
of  
TWO RIVERS, WISCONSIN (4/2004)**

INDEX- Board of Directors; Duties of Officers; Meetings; Fees and Dues; Methods of Voting; Committees; Leaves of Absence; Finance; Method of electing Members; Resolutions and subscriptions; Scholarship Fund; Suggested order of Business; Amendments

**ARTICLE I**

Section 1. The President will schedule a meeting during the month of January to be designated as the ANNUAL MEETING.

Section 2. At a regular meeting, at least one month prior to the annual meeting, the presiding officer shall appoint a nominating committee of three members. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. At the Annual meeting, the presiding officer shall also ask for further nominations from the floor. The candidates for vice president, secretary, and treasurer receiving a majority of the votes shall be declared to their respective offices. The four candidates for directors receiving such majority of votes shall be declared elected as director.

Section 3. The officers and directors so elected together with the immediate past president shall constitute the Board of Directors. Prior to June 1 the Board of Directors-elect shall meet for the purpose of establishing the club organization and planning the goals and objectives of the club for the ensuing year. They shall be installed into their regular offices at the last regular meeting in the month of June following their election, and shall assume their duties in the first meeting in the month of July.

The old officers and directors, then serving, shall continue in office until the new officers assume their duties.

Section 4. A vacancy in the Board of Directors or any office shall be filled at the discretion of the Board.

**ARTICLE II**

**Board of Directors**

Section 1. The governing body of this club shall be the Board of Directors, consisting of nine members of this club, namely four directors elected in accordance with Article I, Section 1, of these By-laws, the president, vice president, secretary, treasurer, and the immediate past president.

**ARTICLE III**

**Duties of Officers**

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

Section 2. Vice President. It shall be the duty of the vice president to preside at meetings of the club and the Board of Directors in the absence of the president and to perform such other duties as ordinarily pertains to this office.

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 meeting of the club, board and committees and record the minutes of such meetings. They shall also make such notices, records, and reports as required by Rotary International and the District Governor, and perform such other duties as usually pertains to this office.

Section 4. Treasurer. It shall be the duty of the treasurer to keep the financial records of receipts and disbursements, issue vouchers for payment of bills, issue bills to members, and receive and report their payment. They shall have custody of all funds, accounting for same to the club at its annual meeting and at any other time upon demand of the board of directors, and shall perform such other duties as pertain to this office. Upon their retirement from office they shall turn over to their successor or to the president all funds, books of account, or any other club property in their possession.

## ARTICLE IV

### Meetings

Section 1. The annual meeting of the club shall be held as indicated in Article I, Section 1 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 Monday at 12:00 Noon. Due notice of any changes or canceling of regular meeting shall be given to all members of the club.

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

Section 4. Meetings of the Board of Directors shall be called by the president whenever deemed necessary, or upon request, of two members of the Board, due notice having been given.

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

## ARTICLE V

### Fees and Dues

Section 1. The membership dues shall be determined each year by the Board of Directors. They shall include dues to Rotary International and the required fee for the Rotary Magazine. The Board of Directors shall also establish and approve annually all fees and assessments. Dues, fees, assessments, other financial commitments, and costs of luncheons shall be paid quarterly

by the members.

## ARTICLE VI

### **Method of Voting**

Section 1. The business of the organization shall be transacted by voice vote except the election of officers and directors, which shall be by ballot.

## ARTICLE VII

### **Committees**

Section I. (a) The president shall, subject to the approval of the Board of Directors, appoint the following principal and standing committees:

1. Club Service Committee
2. Community Service Committee
3. Vocational Service Committee
4. International Service Committee

(b) The president shall also, subject to the approval of the Board of Directors, appoint such sub-committees and special committees, as he/she or the Board of Directors may deem necessary and advisable

(c) The president shall be an ex-officio member of all standing and special committees and all sub-committees.

## ARTICLE VIII

### **Leave of Absence**

Section I. Upon written application to the Board of Directors 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, but not relieving him/her of the luncheon expense without special permission of the Board, ordinary vacations are not to be considered.

## ARTICLE IX

### **Finances**

Section 1. The treasurer shall deposit all funds of the club in a bank to be named by the Board of Directors.

Section 2. All bills shall be paid only by checks signed by the treasurer. Monthly financial statements including receipts and disbursements shall be approved by a minimum of 2 members of the Board. A thorough audit by a certified public accountant or a duly appointed audit committee shall be made once each year of all of the financial transactions of the club. The selection of the

audit process to be used shall be approved by the Board on an annual basis.

Section 3. General Liability Insurance provided by the Rotary International covers officers having charge or control of funds.

Section 4. The fiscal year of the club shall run from July 1 through June 30; and for the payment of member's indebtedness to the club, each fiscal year shall be divided into quarters, beginning respectively July 1, October 1, January 1, and April 1.

Section 5. At the beginning of each year the Board of Directors 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 expenditures for the respective purposes unless otherwise ordered by action of the Board of Directors.

## ARTICLE X

### **Method of Electing Members**

Section 1. Regular Members. The name of the newly-proposed member, having been proposed by a member in good standing, shall be submitted to the Membership Committee, on form prescribed by Rotary International. The Membership Committee, after making due investigation, shall then proceed to vote, and if no more than one negative vote is cast, the name of the proposed member shall be considered eligible. The Membership Committee shall then report to the Board of Directors the action they have taken thereon.

If the Membership Committee has reported favorably upon the name of the newly proposed member, and the Board of Directors has sustained the action, the proposer shall be notified by the secretary. If the Membership Committee reports adversely, and the Board of Directors sustains the action, the proposer shall be so notified by the secretary.

The secretary shall then notify each member of the club in writing, giving the name of the proposed candidate, the firm represented and the classification under which they seek membership. A seven-day period shall then be allowed during which any member objecting to the election of the applicant shall notify the Board of Directors, stating reason for his objection. After the expiration of the seven days, the Board shall then meet to consider such objections as may have been submitted. They shall then proceed to ballot and, if not to exceed two (2) negative votes are cast, the proposed member shall be considered duly elected. The applicant and the proposer shall then be notified of the applicant's acceptance or rejection.

Section 2. Senior Active – Past Service – Honorary Members. Effective July 1, 2001, these classifications were been eliminated from the Rotary Constitution. Those members designated in these classifications prior to July 1, 2001 will be covered by the grandfather clause and will follow the following membership guidelines:

- Required to pay quarterly membership dues.
- Only required to pay for meals for which they are in attendance.

## ARTICLE XI

## Resolutions and Subscriptions

Section 1. No new business shall be acted upon at the meeting at which it is presented except with the unanimous consent of all members present. Without unanimous consent for action, resolutions or motions, if offered at a club meeting, shall be discussed and referred to the Board, which, after having given consideration to the matter, shall inform the club of their decision.

Section 2. Any appeal for charitable or other subscriptions (requests for donations/funding) to be made to the club or its members as Rotarians shall conform to the procedure prescribed in Section 1 of this Article.

## ARTICLE XII

### **Scholarship Fund**

Section I. Organization and Operation. The plan of procedure and the general rules by which the Scholarship Fund Committee of the Two Rivers Rotary Club governs itself in administering the Fund are as follows:

A Scholarship Fund Committee will be appointed by the president of the club and is to consist of three members; one member to be designated as chairman and treasurer. In addition to the three members, the president, treasurer, and secretary of the Rotary Club are to be members ex-officio.

All monies received by the treasurer of the Rotary Club for the Scholarship Fund shall be credited to the Scholarship Fund. Scholarship Fund monies shall be deposited as approved by the Board of Directors. In the event that the Rotary Club of Two Rivers shall at any time hereafter cease to function as a Rotary Club, the assets of the Scholarship Fund shall be turned over to the Rotary Foundation of Rotary International.

Section 2. (a) Eligibility. To be eligible for a scholarship, a student must:

1. Attend an accredited college, university or school of nursing, or state-approved technical institute.
2. Be a resident of environs of the Two Rivers Rotary Club or a graduate of Two Rivers High School.
3. Exceptions. Exceptions to the above eligibility requirements may be made only by the Board or Directors of the Two Rivers Club by a two-thirds vote upon unanimous recommendation of the Scholarship Fund Committee.

(b) Scholarship Amounts. The limit to an individual student is \$500.00.

(c) Applications. Applications for scholarships shall be made on the form proscribed by the Scholarship Fund Committee and may consist of such information as the Committee determines is necessary to fairly and properly award the scholarship.

(d) Approval. Scholarships shall be approved by the Scholarship Fund Committee. Preference shall be given to deserving upperclassmen of proven scholastic ability.

## ARTICLE XIII

## **Suggested Order of Business**

Meetings called to order.  
Introduction of guests and visiting Rotarians.  
Correspondence and announcements.  
Any unfinished business.  
Any new business  
Address or other program feature.  
Adjournment.

### ARTICLE XIV

#### **Amendments**

Section 1. These By-laws 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 mailed to each member at least 10 days before such meeting. No amendment or addition to these By-laws can be made which is not in harmony with the club constitution and with the By-laws and constitution of Rotary International.