

By-Laws of the Rotary Club of Rapid City Rushmore
Rapid City, South Dakota, USA
Amended February 11, 2025

Article 1 – Board of Directors

Section 1 – The governing body of this club shall be the Board of Directors consisting of no fewer than nine members of the club: the President, President-Elect, Secretary, Treasurer, the Immediate Past President, and four or more Directors-at-Large elected or appointed in accordance with these by-laws. The President, President-Elect, Secretary, Treasurer, and Immediate Past President shall be deemed “Officers.” All other directors shall be deemed “Directors-at-Large.”

Section 2 – Directors-at-Large are elected for two-year terms with at least two directors elected each year. Directors-at-Large are limited to two consecutive full two-year terms.

Section 3 – The Secretary and Treasurer are elected to two-year terms on an alternating-year basis. The Secretary and Treasurer shall not have term limits while performing their respective roles.

Section 4 – A vacancy on the Board of Directors or any office shall be filled by appointment by the remaining Directors. Partial-term appointments of one year or less do not count towards the two consecutive term limit.

Section 5 – If any officer-elect or director-elect vacates a position, the Board shall appoint a replacement.

Article 2– Election of Directors and Officers

Section 1 – - At a regular meeting one month prior to the meeting for election of Directors, the President shall ask for nominations by members of the club for President-Elect, Secretary and/or Treasurer, and Directors-at-Large for terms commencing on the first day of July in the next Rotary year. Nominations may be presented by a nominating committee or by any member from the floor.

Section 2 - The nominations made shall be placed on a ballot in random order under each office or Directorship position for which the nomination was made and shall be voted for at the annual meeting. The candidates receiving a majority vote for each position shall be deemed elected to their respective position.

Section 3 - The President-Elect elected in such balloting, shall serve as a member of the Board as President-Elect for the year commencing on the first day of July next following his/her election and as President on the first day of July immediately following his/her year of service on the Board as President-Elect.

Article 3 – Duties of Officers

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

Section 2 – *President-Elect.* It shall be the duty of the President-Elect to serve as a member of the Board of Directors of the club and to perform such other duties as may be prescribed by the President or the Board.

Section 3 – *Secretary.* It shall be the duty of the Secretary to keep record of membership; record attendance at meetings; send out notices of meetings of the club and Board of Directors; record and preserve the minutes of such meetings; update documents as requested by the Board of Directors; and perform such other duties as usually pertain to the office of secretary or as may be prescribed by the President or the Board.

Section 4 – *Treasurer.* It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board, and to perform such 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 – *Immediate Past President.* It shall be the duty of the Immediate Past President to serve as a member of the Board of Directors of the club and to perform such other duties as may be prescribed by the President or the Board.

Article 4 – Meetings

Section 1 – An annual meeting of this club shall be held on a Tuesday in December designated by the Board each year, at which time the election of directors and officers to serve for the ensuing year shall take place.

Section 2 – The regular weekly meeting of this club shall be held on Tuesday at 7:00 a.m. or as otherwise requested by the Board of Directors. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3 – One-tenth 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 on the same day of each month as designated by the majority of the Board. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the 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.

Article 5 – Fees and Dues

Section 1 – A new member fee, of an amount designated by the Board, shall be paid before the applicant can qualify as a member.

Section 2 – Club dues are payable semiannually on the first day of July and January. Members may choose to be billed annually with dues payable on the first day of July. Annual club charges include meeting charges which may be suspended at the discretion of the Board, Rotary International (RI) per capita dues, subscriptions to the Rotary magazine, district per capita dues, and any other Rotary or district per capita assessment. Dues shall be set by the Board followed by a notice to all members of the club.

Section 3 - Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from paying dues for a specified length of time.

Article 6 – Method of Voting

Section 1 - Any business of this club which must be conducted by the members shall be conducted by voice vote or a show of hands except in the election of officers and directors, which shall be by ballot if multiple candidates are proposed for a single position. The Board may determine that a specific resolution be considered by ballot rather than by voice vote. Any vote shall be considered to pass if there is a quorum of members present and a majority of those vote in favor of said action or matter. A member may in any written electronic form, such as electronic mail, text message or otherwise, vote regarding said action or matter prior to the meeting of the members, which said vote shall be deemed a granting of proxy to the Secretary of the club to vote in the manner set forth in the message and which shall be counted as a member's vote for all quorum and voting purposes.

Section 2 – Voting by the Board of Directors shall be conducted by voice vote, a show of hands, by ballot, electronic methods, or as otherwise deemed acceptable by the Board of Directors. Unless otherwise stated in these Bylaws, any vote shall be considered to pass if there is a quorum of Board members present and a majority of those vote in favor of said action or matter. In the event a vote is taken by electronic mail or other method without a meeting, a majority of the Board of Directors voting in favor of said action or matter shall be required for passage of the action or matter.

Article 7 – Committees

The Board of Directors may form committees to carry out any goals of the Board of Directors. The Board of Directors may delegate any rights or powers to any committee as it deems fit, except for those powers which must be explicitly reserved by the Board

of Directors. Each committee may have its own chair or members which need not be a director or a member of the club.

Section 2 - The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereupon.

Section 3 - Each committee shall transact its business as delegated to it by the President and/or the Board of Directors. However, any actions to be taken by a committee, not expressly given to the committee by the Board of Directors, shall be reserved by, and must be approved by, the Board of Directors.

Section 4 – All committees formed hereunder shall be responsible for the administration of said committee, including meeting as they see fit. 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 either in person or through the Board liaison on all committee activities.

Article 8 – Finances

Section 1 – The Treasurer shall deposit all funds of the club in a financial institution to be named by the Board. Club funds shall be kept separate from any grant funds.

Section 2 – A list of bills which may be paid without signature is subject to review each year. All other bills shall be paid only by debit card or checks signed by the Treasurer for vouchers signed by any Board member or appropriate committee chair. A thorough review of the club's financial transactions shall be made once each year by a qualified person appointed by the Board of Directors.

Section 3 – The Board shall implement adequate internal controls to protect the financial assets of the club.

Section 4 – The fiscal year of this club shall extend from July 1 to June 30.

Section 5 – At the beginning of each fiscal year, the Board shall prepare or cause to be prepared a budget of estimated income and 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 9 – Method of Electing Members

Section 1 – A member of this club proposes a candidate for membership to the Board and/or the membership committee if so established by the Board of Directors.

Section 2 – The membership application will first be sent to the Board of Directors for approval. A committee may be established to assist the Board of Directors in

membership but final approval on any member shall be at the Board's full discretion subject to these Bylaws and any other requirements as necessary.

Section 3 -- The Board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Article 10 – Club Sponsorship

This club may support or sponsor any other clubs, organizations, or entities, including specifically any Rotary related organizations such as a Rotary Community Corps or Companion Club, as the Board, in its sole discretion, chooses to do so. The terms, fees, and extent of such sponsorship shall be at the sole discretion of the Board of Directors.

Article 11 – Resolutions and Motions

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 12 – Amendments

These by-laws may be amended at any meeting of the Board of Directors, a quorum being present, by a two-thirds vote of the entire Board of Directors, provided that written notice of such proposed amendment(s) shall have been delivered to the membership at least ten days before such meeting. Delivery may be accomplished via mail, email, fax, hand delivery, or as otherwise deemed acceptable by the Board of Directors. No amendment or addition to these by-laws can be made which is not in harmony with the Standard Rotary Club Constitution, the RI Constitution and By-laws, and the Rotary Code of Policies.

Approved by the Membership 2/11/2025

Board 1/24/2025