

## BYLAWS OF THE RAPID CITY ROTARY CLUB

### ARTICLE I ELECTION OF DIRECTORS AND OFFICERS

- Section 1 –** At a regular meeting one month prior to the meeting for election of officers, a nominating committee shall be appointed and chaired by the immediate past president. Nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. Nominations may also be made from the floor. The candidates for president-elect, secretary, treasurer, foundation chair, and directors receiving a majority of the votes shall be declared elected to their respective offices. The positions of secretary and treasurer may be combined through a vote of the board. The president-elect shall serve as a member of the board and shall succeed to the office of the president automatically on the first day of July immediately following the term of service as president elect.
- Section 2 –** The officers and directors so elected, together with the immediate past president shall constitute the board of directors.
- Section 3 –** A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.
- Section 4 –** A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.
- Section 5 –** Each director may serve a term of three consecutive years, exclusive of any term served as an officer. The secretary and treasurer may each serve a term of three consecutive years. A member shall be eligible to serve more than one term. An attempt shall be made to stagger terms of the directors.

### ARTICLE II BOARD OF DIRECTORS

- Section 1 -** The governing body of this club shall be the board of directors consisting of minimum of six (6) and maximum of (13) members of this club elected in accordance with Article I, Section 1, of these bylaws, that include the president, president-elect, secretary, treasurer, foundation chair, and the immediate past president.

### ARTICLE III DUTIES OF OFFICERS

- Section 1 –** **President.** The president shall preside at meetings of the club and board and perform such other duties as ordinarily pertain to the office of president.
- Section 2 –** **President-Elect.** The president-elect shall serve as a member of the board of directors of the club and in the absence of the president and perform such other duties as ordinarily pertain to or may be prescribed by the president or the board.
- Section 3 –** **Immediate Past President.** It shall be the duty of the immediate past president to preside at meetings of the club and board in the absence of both the president and president-elect, to chair the nominating committee, and to perform such other duties as ordinarily pertain to the office of immediate past president.
- Section 4 –** **Secretary.** It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notice of meetings of the club, board and committees, record

and preserve the minutes of such meetings, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active and honorary member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor immediately following the last meeting of the month, collect and remit to RI subscriptions to The Rotarian, and perform such other duties as usually pertain to the office of secretary.

**Section 5**      **Foundation Chair.** It shall be the duty of the foundation chair to coordinate and implement the Rotary foundation's programs including Paul Harris Fellow, Ever Rotarian Every Year, and grant programs. The chair shall encourage club members to contribute to the Rotary Foundation to reach club, district, and RI goals. The chair shall oversee the club grants management plans.

**Section 6**      **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 and/or any other club property.

**Section 7**      If the membership of the board decides to combine the Secretary and Treasurer positions together, then that position shall have the duties outlined in Section 4 and 6 of Article III.

#### **ARTICLE IV MEETINGS**

**Section 1 –**      **Annual Meeting.** An annual meeting of this club shall be held no later than the December 31, 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 12:00 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 by the board of directors of this club, pursuant to Article VIII, Section 2 of the Rapid City Rotary Club Constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidence by the member's being present for at least fifty (50) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club.

**Section 3 –**      One-third of the membership shall constitute a quorum at the annual and regular meetings of this club, except as provided in Subsection 2.020.4 of the RI bylaws.

**Section 4 –**      Regular meetings of the board shall be established by the president. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) 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 V FEES AND DUES**

**Section 1 –**      There shall be no admission fee to be paid before the applicant can qualify as a member.

**Section 2 – The membership dues shall be established by the Club per annum, payable on the first day of July, with the understanding that a portion shall be applied to each member’s subscription to The Rotarian magazine.**

#### **ARTICLE VI METHOD OF VOTING**

**Section 1 – Voting. The business of this club shall be transacted by viva voce vote. The election of officers and directors shall be transacted by viva voce vote unless such vote is inconclusive, as determined by the presiding officer, in which case the election shall be by ballot.**

#### **ARTICLE VII AVENUES OF SERVICE**

**The 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 VIII COMMITTEES**

**Section 1 – Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. It is recommended that members be part of a single committee, however due to the wide interest of the membership, a member may be involved more than one committee or sub-committee. When feasible, committee chairs 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:**

**Rotary Club and Organization Service: To focus on strengthening the club and Rotary International through weekly club meetings, special events, and District and International conferences and activities.**

- **Weekly Club Meetings:** Make club meeting arrangements including speakers, music, attendance, and room arrangements and welcoming guest and visiting Rotarians.
- **Communications/Public Relations:** Create public awareness of Rotary activities and principles through members, media, other Rotary clubs and the district, the Club website and other informational activities. Maintain an archive of the Club’s activities.
- **Membership Recruitment and Development:** To coordinate membership development and retention. To engage youth and young adults through leadership development activities, service projects, Rotary youth and young adult clubs, and exchange program.
- **Rotary Foundation:** To promote and identify ways members can participate in and understand the activities of the Rotary International Foundation including the Paul Harris Fellow.

**International Service:** To plan and promote actions to expand Rotary’s humanitarian reach around the globe and to promote world understanding and peace.

- **International Project(s):** To identify and organize international projects and activities that either the Club can participate in or collaborate with other clubs in. Identify and coordinate travel opportunities for international service and projects.
- **International Exchanges:** To coordinate both adult and youth international exchanges including recruitment of individuals to go on exchanges. To provide information and arrangements for hosting opportunities.

**Community Service:** To plan and promote projects and activities the club undertakes to improve life in our local community.

- **Community Projects:** To identify and organize community projects and activities that either the Club can participate in or collaborate with other clubs in.
- **Storybook Island:** To provide continuing support to Storybook Island Park through service and financial support.

**Section 2 -** Each committee may have sub-committees that carry out the work of each committee. The president and board may, from time-to-time, appoint additional committees or form ad hoc committees as needed with a majority vote of the board, or by recommendation of Rotary International.

- (a) Each committee and sub-committee shall consist of a chairperson and at least two members.
- (b) Each committee and sub-committee shall transact such business as is delegated to it in the 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 to the board and approved by the board.

#### **ARTICLE IX LEAVE OF ABSENCE**

**Section 1 -** 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 X FINANCES**

**Section 1 –** The treasurer shall deposit all funds of the club in a Rapid City financial institution to be named by the board. The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

**Section 2 –** All bills shall be paid only by checks and any bill in excess of \$1000 shall be signed by a combination of the treasurer and one other officer. All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors. A thorough review by a certified public accountant or other qualified person shall be made upon request of the Board, but in no event less frequently than every five years.

**Section 3 –** The fiscal year of this club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>.

**Section 4 – At the beginning of each fiscal year the board 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 limit of expenditures for the respective 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.**

#### **ARTICLE XI METHOD OF ELECTING MEMBERS (FOR ALL KINDS OF MEMBERSHIP)**

**Section 1 – The name of a prospective member, proposed by an active or honorary member of the club, shall be submitted to the board in writing, through the club secretary. The proposal for the time being 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 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 (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification (if active membership) 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 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 induction of the new member; the club secretary shall report the new member to RI; and the Rotary orientation committee shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member.**

#### **ARTICLE XII RESOLUTIONS**

**Section 1 - 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 XIII ORDER OF BUSINESS - WEEKLY CLUB MEETINGS**

**Meeting called to order.  
Introduction of guests and visiting Rotarians.  
Correspondence and announcements.  
Committee reports if any.  
Any unfinished business.  
Any new business.  
Address or other program features.  
Adjournment.**

**ARTICLE IVX AMENDMENTS**

**Section 1 - These bylaws 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 or sent to electronically to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.**

**Adopted this 16<sup>th</sup> day of July 2015.**

**Approved:**

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**Rapid City Rotary Club President**

**Attest:**

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**Rapid City Rotary Club Secretary**