

Bylaws of the New Brighton/Mounds View Rotary Club

Adopted January 30, 2018

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 Quorum: One-third of the club's members for club decisions and a majority of board members for board decisions
5. RI: Rotary International.
6. Fiscal Year: The twelve-month period beginning 1 July.
7. Annual Meeting: First meeting in December
8. President-elect: Rotarian elected to be president the next fiscal year, follows current president.
9. President-nominee: Rotarian chosen to become president following president-elect.
10. Entity A corporation, organization or government agency

Article 2 Board

The governing body of this club is the board, consisting of members of this club, including the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, immediate past-president and those standing committee chairs who were elected to serve as directors. At the discretion of the board, additional directors can be elected in accordance with Article 3, Section 1 of these bylaws.

Article 3 Election of Directors and Officers

Section 1 – One month prior to the Annual Meeting for election of officers, the active club members who have served as club president shall meet to nominate a president-nominee for the following Rotary year (July 1 – June 30). At the Annual Meeting the current president-elect shall present a list of nominees for directors of club administration, membership, communications, club service, community / vocational service, international service, youth service and Rotary Foundation.

The current president and president-elect shall confirm that each of the nominees is willing and able to fulfill their responsibilities. The slate of nominations for officers and directors shall be presented to the membership for a voice vote at the annual meeting. If the slate receives a majority of the votes of those members present, the nominees shall be declared elected to their respective offices and directorships, and shall assume those offices on the first day of July next following their election. The candidate for president elected in such balloting shall become the president-elect.

Commencing on the first day of July next following the election, the president-Nominee shall take the title of president-elect and serve on the board as president-elect for one year, assuming the role of president on the first day of July of the following year.

Section 2 – The officers and directors, so elected, together with the Immediate Past president shall constitute the board. Within one month after their election, the directors-elect shall meet.

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

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Section 4 – A vacancy in the position of any officer-elect or director-elect is filled by action of the remaining directors-elect.

Section 5 – The addition of a board member position is filled by action of the membership.

Section 6 – If due to organizational change, an additional board member is required, the current president and president-elect shall confirm the nominee(s) is (are) willing and able to fulfill their responsibilities. The slate of nominations for officers and directors shall be presented to the membership for a voice or electronic vote. If the nominee(s) receives a majority of the votes of those members present or voting on-line, the nominees shall be declared elected to their respective offices and directorships, and shall assume those offices immediately.

Article 4 Duties of Officers

Section 1 – *President*. It is the duty of the president to: live the Four Way Test, recruit board members, facilitate setting club goals that support the priorities set at the latest club visioning session, communicate club mission and goals with the membership, work with treasurer and board members in setting budget to support club goals and vision, set agenda and preside over club and board meetings, facilitate quarterly reviews of progress toward goals, promote club activities, be a resource to board members and committee chairs in achieving their goals, attend district training sessions, solicit and if appropriate help implement ideas that enhance club culture, flexibility and performance, follow the club by-laws.

Section 2 – *President-elect*. It is the duty of the president-elect to serve as a director and to preside at meetings of the club and the board in the absence of the president and to perform such other duties as may be prescribed by the president or the board.

Section 3 – *Secretary*. It is the duty of the secretary 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, 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 is 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*. It is the duty of the treasurer to have custody of all funds, accounting for all funds to the club annually and at any other time upon demand by the board, and to perform other duties as pertains 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.

Article 5 Meetings

Section 1 - *Annual Meeting*. An annual meeting of this club is held on the 1st Tuesday of December in each year, at which time the election of officers and directors to serve for the following club year shall take place. Breakfast meeting and lunch meeting participants must come together for the annual meeting.

Section 2 - *The regular weekly meetings* of this club are held on Tuesday, at 12:15 pm. and on

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Thursday, at 7:00 am. The Tuesday meetings will be designated “lunch meetings” and the Thursday meeting will be designated “breakfast meetings”. (See Article 10 regarding breakfast meeting guidelines.) Notice of any changes in or the 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 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, and attendance must be evidenced 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, 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 are typically held on the 4th Tuesday of each month prior to the regular weekly meetings. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors.

Section 5 - A majority of the officers and directors shall constitute a quorum of the board.

Article 6 Fees and Dues

The membership dues are invoiced quarterly in the first week of July, October, January and April, and are due before the end of the quarter. The understanding is that a portion of each semiannual payment is applied to each member’s subscription to the RI official magazine. \$10 each quarter is considered a contribution to The Rotary Foundation.

Article 7 Method of Voting

The business of this club shall be transacted by voice vote. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article 8 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 Youth 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 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.

It is the job of committee chairs to:

- Attend district training sessions

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- Work with president-elect selecting and preparing committee members
- Create sub-committees as needed
- Meet regularly and plan activities
- Set committee goals to help achieve the club's goals and monitor progress toward achievement
- Manage the committee's budget
- Work with the club's other committees and/or other clubs on projects
- Report committee's activities and progress to club president, board and club
- Determine what else your club expects your committee to do

Section 1 - Membership - This committee develops and implements a comprehensive plan for the recruitment and retention of members.

Section 2 – Communications/Public Image - This committee develops and implements plans to provide club members and the public with information about Rotary and to promote the club's service projects and activities.

Section 3 - Club Administration - This committee conducts activities associated with the effective operation of the club. Duties to include working with meeting venue to assure the club meeting room is set up to support club meetings including menus and audio visual technology. During the month of March set and communicate monthly member assignments for meeting room set-up, take-down greeter table, and program planning for the next Rotary year. Support monthly planning teams to assure on-site and off-site meetings/events/venues are set up to support club events, i.e., a US Flag is available.

Section 4 - Service Projects - This committee develops and implements educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries. Service project sub committees may be:

- Community Service
- Vocational Service
- Club Service
- International Service
- Youth Service

Section 5 - The Rotary Foundation - This committee develops and implements plans to meet the club's goals in support of The Rotary Foundation through both financial contributions and program participation.

Section 6 - Additional ad hoc committees may be appointed as needed.

- a) The president is an ex officio a 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 is 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

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activities.

Article 9.1 Membership Liability

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation."

Article 10 – Breakfast Meetings

Breakfast meetings offer members and potential members an alternative meeting opportunity. Breakfast meeting participants have autonomy in planning their programs, initiating projects, and making recommendations to the board on potential changes in criteria that meets the breakfast participant's needs.

Article 11 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 reference to appropriate RI materials. The Service Projects Committee will consider the Avenues of Vocational Service, Community Service, International Service and Youth Service when developing plans for the year.

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 is 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 12 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, not to exceed six months. The board may, at its discretion, approve extensions of existing leaves of absence. During a leave of absence, the member shall be relieved from meal charges but shall remain responsible for Club, District, International and Foundation dues.

Article 13 Finances

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

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board. The treasurer shall provide a current report of the club's financial situation, including income and expenses, at each meeting of the board.

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Section 3 – All expenditures shall be paid by the treasurer or other authorized officer. If any unbudgeted expenditure exceeds \$500, it must be approved by two other officers or directors, one of which should be the president, if at all possible, and generally at the monthly board meeting. If approval is required before the scheduled board meeting, it may be obtained via email.

Section 4 – During the month of May each year a committee shall be appointed by the board and shall review all financial transactions of the club. Those persons shall report to the club the results of the review.

Section 5 – Officers having charge or control of club funds shall give bond, if required by the board for the safe custody of the funds of the club. The cost of the bond is borne by the club.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and members' dues are divided into four quarterly periods starting on the first day of July October, January and April. The club payment of per capita dues and RI official magazine subscriptions is made in July and January of each year on the basis of the membership of the club at the beginning of those months.

Article 14 Method of Admitting New Members

Section 1 - The name of a prospective member may be proposed to the Membership Committee by an active member of the New Brighton/Mounds View Rotary Club or by the prospect's former Rotary club.

Section 2 – The Membership Committee shall ensure that the prospective member meets the classification and membership requirements of the New Brighton/Mounds View Rotary Club Constitution.

Section 3 – If the prospect meets the requirements, he/she will be informed of the purposes of Rotary and the privileges and responsibilities of Rotary membership and, upon receipt of a completed membership application, the name of the prospective member, shall with his/her permission, be published via email to the members of the club.

Section 4 - If no written objection, stating reasons, is received by the board within seven (7) days following publication, that person is considered elected to membership. If any such objection has been filed, the board shall vote to either honor the objection or approve the application despite the objection.

Section 5 – Following the election, the membership chair shall arrange for the new member's induction, membership certificate, and new member Rotary literature. In addition, the secretary will report the new member information to RI and the membership chair 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 6 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 15: Corporate, Organization or Government Agency Designees (Corporate Membership)

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Section 1: Purpose

In today's business climate it is not always possible for a Rotarian in a senior leadership position to attend club meeting or participate in Rotary service projects. The Corporate/Organizational Membership Policy allows Rotarians, who are in senior leadership positions of a corporation, company or government agency to designate up to three individuals, also in leadership positions, for that organization, to participate in club meetings and other club activities. The designees shall be nominated and vetted through currently established membership approval process. Up to three designees of the corporation/organization may attend club meetings, serve on and/or club committees, and participate in club activities.

The intent of the entity membership is to increase the club's ability to attract and retain a qualified and diverse professional base within the community. It allows for flexibility and recognizes the demand on corporate leaders' time.

Section 2: Rotary Corporate Membership and Rules

1. **Approval:** A club Rotarian, holding a senior level leadership position in the entity, may nominate persons in leadership positions, from that entity, to serve as a designee for that entity. The nominated designee will be subject to the current membership vetting process. Up to three designees of the entity may be active at one time.
2. **Designees:** Once the designee has been approved by the club, the designee is qualified to attend club meeting, participate in club projects, and serve as chairs of club service projects.
3. **Designee status in Rotary: A designee will not be recognized as a member of Rotary.**
 - a. **The designee will not be assigned a Rotary International Identification number.**
 - b. **The designees will not be expected, but encouraged to contribute to the Rotary Foundation.**
 - c. **The designee will not be eligible to hold a Board of Director position.**
 - d. **The designee will be provided a personalized name badge to wear during meetings.**
 - e. **One designee will be allowed a voice or ballot vote during club level elections/decisions. If the corporate Rotarian also attends the meeting when a vote is taken, only the Rotarian can vote.**
 - f. **Designees are encouraged to identify potential projects that would help the club make a positive difference in people's lives.**
 - g. **The corporate Rotarian will receive the Rotary magazine.**
4. **Changing designees:** Any change in entity designees must be approved following the current member application process
5. **Inductions:** Entity designees will be inducted into the club as corporate designees. Their name badges will identify them as entity designees. Example: "City of New Brighton Designee".

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6. **Attendance:** Attendance will be checked under the entity Rotarians membership number. If more than one member of the corporation attends a meeting, one member will be listed as a guest.
7. **Conversion to Rotary Membership:** If an entity designee desires to be recognized for contributions to the Rotary Foundation, hold a position on the club's Board, and/or be recognized as a Rotarian, the designee can become a member by submitting the current membership application form to club. The membership request will be subject to the current membership approval process. If a designee converts to Rotary membership status, the corporation may nominate a designee replacement. After conversion to "Rotarian" status membership fees will be billed at current rates.

Section 4: Financial Obligations

1. **The Corporate Rotarian:** The entity Rotarian will be billed for the same dues, fees, and meals as other club Rotarians.
2. **If the Entity Rotarian is unable to attend a meeting:** One designee can attend a club meeting with no additional charge
3. **Multiple meeting attendees:** If more than one member of the corporation attends a meeting, the corporation or the designee will be billed for an additional meal, if eaten, at the going rate for visitor meals.
4. **Special Assessments:** Entity designees are not subject to special assessments.
5. **Incidental fees:** Anyone attending a club meeting can contribute to happy fines and or purchase a ticket for the weekly drawing.

Section 5: Communication

1. **Access to Club Website:** www.nbmvrotary.org Designees will have access to the club website with "member" privileges. Designees will be listed as "other users"; therefore, their information will not be integrated with Rotary International records.
2. **Weekly Bulletin:** Entity designees will receive the weekly club bulletin.
3. **Broadcast Email:** A "Designee Group" will be added to ClubRunner enabling designees to receive email messages via ClubRunner
4. **Club Communication:** Designees, along with members, are encouraged to check the website and their email for club related messages. Members and designees are encouraged to check out the club's Facebook page frequently.

Section 6: Service Above Self

The club's motto is "Service Above Self". Members and designees are expected to participate in and support club service projects. Members and designees are expected, as physically and time availability able, to volunteer time to ensure the club commitments are met. Examples of volunteering opportunities include the annual Easter egg hunt, hot dog feed and other activities during Stockyard Days, serving on fundraising committees and several more.

Article 16: 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, are referred to the board without

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discussion.

Article 17: Order of Business

All meetings will include:

- Call to order
- Recitation of the Pledge of Allegiance
- Invocation
- Welcome and Introduction of Visitors
- Correspondence, Announcements, and Rotary Information
- Committee Reports, if any
- Any Unfinished Business
- Any New Business
- Scheduled Program
- Recitation of the Four Way Test
- Adjournment

Article 18: Amendments

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 has been mailed or emailed to each member at least seven (7) 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 and with the constitution and bylaws of RI.