**Article I Definitions**

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| 1. Club 2. Board 3. Director 4. Member 5. Quorum 6. RI 7. Fiscal Year 8. Annual Meeting 9. Member Meetings 10. President-elect 11. President-nominee 12. Shared Membership 13. Shared Membership Rotarian 14. Designee | New Brighton/Mounds View Rotary Club  The Board of Directors of this Club  A member of this Club's Board of Directors.  A Member, other than an honorary Member, of this Club  One-third of the membership shall constitute a quorum at the Annual and Club Meetings. A majority of the Officers and Directors shall constitute a quorum of the Board.  Rotary International  The twelve-month period beginning July 1st  First Member Meeting in December, or other date as established by the Board with at least 30 days’ notice to Members  Regular Member Meetings  Rotarian elected to be President for the next fiscal year following current President  Rotarian chosen to become President following President-elect  A corporation, organization, government agency, or family with one or more Designee in addition to the Shared Membership Rotarian  A Member associated with a Designee  A Designee shares membership with a Member and is qualified to attend Club meetings, participate in Club projects, and serve as leaders of Club service projects. |

**Article 2 Board**

The governing body of this Club is the Board, consisting of Members of this Club, including the President, President-elect, secretary, treasurer, and standing Team Leaders. 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 who will be President–elect for the following Rotary year (July 1–June 30). At the Annual Meeting the current President-elect shall present a list of nominees for the standing Team Leaders that will also serve on the Board. Team Leaders shall generally include, but not be limited to: Club Administration & Club Service; Membership, Communication/Public Image, Community Service, International Service, Youth Service, and Rotary Foundation.

The current President and/or 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 following their election. The candidate for President elected in such balloting shall become the President-elect.

Commencing on the first day of July 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 shall constitute the Board. Within three months 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.

**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 -** Duties of the President include:

* living the Four Way Test
* recruiting Board Members
* facilitating formation of Club goals and priorities
* communicating the Club mission and goals with the membership
* working with the treasurer and Board Members to set a budget to support Club goals
* setting the agenda and presiding over Club and Board Meetings
* facilitating reviews of progress toward goals
* promoting Club activities
* being available as a resource to Board Members and Team Leaders
* attending district training sessions
* soliciting and helping to implement ideas that enhance Club culture, flexibility, and performance
* following the Club by-laws

**Section 2 – President-elect** – Duties of the President-elect include:

* serving as a Director
* presiding at Club and Board meetings in the absence of the President
* performing other duties as may be prescribed by the President or the Board.
* recruiting Team Leaders for his/her year as President,
* conducting a planning meeting(s) prior to the start of the year in office

**Section 3 – Secretary** – Duties of the Secretary include:

* keeping membership records
* recording meeting attendance
* sending notices of Club and Board meetings
* recording and preserving the minutes of Club and Board, meetings
* preparing and submitting to RI semiannual reports on 1 January and 1 July of each year, which include per capita dues for all Members and prorated dues for new Members
* reporting changes in membership
* providing the monthly attendance report to the District Governor within 15 days of the last Member Meeting of the month
* collecting and remitting RI official magazine subscription
* performing other duties as usually pertain to the Office of Secretary.

**Section 4 – Treasurer** – Duties of the Treasurer include:

* maintaining custody of all funds
* accounting for all funds to the Club annually and upon request of the Board
* performing 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 shall be held on the 1st Tuesday of December, or at another date established by the Board, with at least 30 days’ notice to the Members, at which time the election of officers and directors to serve for the following Club year shall take place.

**Section 2** – **Member Meetings** – The Board shall establish the schedule for regularly scheduled Member Meetings. Member Meetings shall be scheduled to facilitate participation by as many Members as possible, which may include multiple meeting opportunities per week. Notice of any changes or cancellation of Member Meeting shall be given to all Members of the Club. All Members in good standing, except honorary Members or Members excused pursuant to the standard Rotary Club constitution, will be counted as present or absent. Members shall strive for at least sixty percent (60%) attendance, either at this Club or any other Rotary Club. In addition to regularly scheduled Member Meetings, the Board may establish additional meetings for the purpose of socialization. These additional social meetings are not included in attendance goals.

**Section 3** – **Board Meetings** – The Board shall establish a regular monthly schedule for Board Meetings. Special meetings of the Board may be called by the President, or upon the request of two (2) Directors.

**Section 4** – **Quorum Requirements** – One-third of the membership shall constitute a quorum at the Annual and Club Meetings. 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. A portion of each quarterly payment is applied to each Member’s subscription to the RI official magazine. At least $10.00 of each quarter’s payment will be contributed to The Rotary Foundation. Lunch fees will be calculated based on the number of lunches consumed and billed in arrears.

**Article 7 Method of Voting**

The business of this Club shall generally be transacted by voice vote. The Board may determine that a specific resolution be considered by ballot or electronic vote, 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 include:

* Community Service
* International Service
* Club Service
* Vocational Service
* Youth Service

This Club will strive to support active Avenues of Service Teams for each of the categories, but may not always have specific Teams devoted to each category. If a specific Avenue of Service is not supported by a specific Team, efforts will be made to incorporate aspects of the unsupported Avenue of Service within other Club activities and programs.

**Article 9** **Standing Teams**

Standing Teams are charged with carrying out the annual and long-range goals of the Club based on the Avenues of Service. Members serving as Leaders of these Standing Teams shall also serve as voting Members of the Board of Directors. The President and President-elect, should work together to ensure continuity of leadership and succession planning. When feasible, Team Members should serve on the same Team for three years to ensure consistency. The President-elect is responsible for recruiting Team Members to fill vacancies, recruiting Team Leaders, and conducting planning meetings prior to the start of the year in office. It is recommended that the Team Leader have previous experience as a member of the Team.

Team Leaders are encouraged to:

* Attend Rotary District 5960 training sessions
* Work with President-elect selecting and preparing Team Members
* Create sub-Teams as needed
* Meet regularly and plan activities
* Set Team goals and monitor progress to achieving the Club’s goals’
* Manage the Team’s budget
* Work with the Club’s other Teams and/or other Clubs on projects
* Report Team’s activities and progress to Club President, Board and Club
* Determine what else your Club expects your Team to do

**Section 1 – Membership** – The Membership Team develops and implements a comprehensive plan for the recruitment and retention of Members.

**Section 2 – Communications/Public Image**– The Communications/Public Image Team develops and implements plans to provide Club Members and the public with information about Rotary and promote Club service projects and activities.

**Section 3 – Club Administration/Club Service** – This Team conducts activities associated with the effective operation of the Club. Duties include working with the meeting venue to assure the Club meeting room is set up to support Club meetings including menus and audio-visual technology. Prior to June of each year the Club administration shall 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 – International Service** – The International Service Team, in partnership with other Rotary Clubs, develops, implements, and supports educational, humanitarian, and vocational projects that address the needs of communities in other countries.

**Section 5-- Community Service** – The Community Service Team includes varied efforts to improve the quality of life of those who live in the community.

**Section 6: Youth Service** – The Youth Service Team promotes youth and young adults in leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

**Section 5 – Rotary Foundation** – The Rotary Foundation Team 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 – Ad Hoc Teams** –Additional ad hoc Teams may be organized by the Board.

**Section 7 – Team Business**

* The President is an ex officio member of all Teams.
* Each Team shall transact its business in accordance with the Club bylaws. Additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, Teams shall not take action until a report has been made and approved by the Board.
* Each Team Leader is responsible for the meetings and activities of the Team, shall supervise and coordinate the work of the Team, and shall report to the Board on all Team activities.

**Section 8 –** **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 Leave of Absence**

Upon written application to the Board, setting forth a good and sufficient cause, a 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 remain responsible for Club, District, International and Foundation dues.

**Article 11 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.

**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 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 –**At least every two years, at the direction of the Board,a Team shall be appointed by the Board to do a comprehensive review of financial transactions and processes of the Club. Those persons shall report the results to the Board.

**Section 5 –** Officers having charge or control of Club funds shall give bond, if required by the Board, for the safe custody of Club funds. The cost of the bond will be 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 based on the Membership of the Club at the beginning of those months.

**Article 12 Method of Admitting New Members**

**Section 1** - The name of a prospective Member may be proposed to the Membership Team by an active Member of the New Brighton/Mounds View Rotary Club or by the prospect’s former Rotary Club.

**Section 2** – The Membership Team 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 Leader 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 Team Leader 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 13 Corporate, Organization, Government Agency, or Family Designees (Shared Membership)**

**Section 1 - Purpose**

The Corporate, Organization, Government Agency or Family Designees (Shared Membership) membership policy allows Rotarians to designate up to three individuals for that organization, or one family member, 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 Corporate, Organization, Government Agency or Family may attend Club meetings, serve on Club Teams, and participate in Club activities.

The intent of the Shared Membership is to increase the Club’s ability to attract and retain a qualified and diverse Membership base within the community.

**Section 2 - Rotary Shared Membership and Rules**

1. **Shared Membership** - One individual is or becomes a Shared Membership Rotarian. Any additional individual(s) becomes a Designee(s).
2. **Approval** - A Shared Membership Rotarian (or prospective Rotarian), 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.
3. **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 leaders of Club service projects.
4. **Designee Status in Rotary**

* A Designee will not be recognized as a Member of Rotary.
* The Designee will not be assigned a Rotary International identification number.
* The Designees will not be expected, but encouraged, to contribute to the Rotary Foundation.
* The Designee will not be eligible to hold a Board of Director position.
* The Designee will be provided a personalized name badge to wear during meetings.
* One Designee will be allowed a voice or ballot vote during Club level elections/decisions. If the Shared Membership Rotarian also attends the meeting when a vote is taken, only the Shared Membership Rotarian may vote.
* Designees are encouraged to identify potential projects that would help the Club make a positive difference in people’s lives.
* The Shared Membership Rotarian will receive the Rotary magazine, and is encouraged to share it with the Designees.

1. **Changing Designees** - Any change in entity Designees must be approved following the current Member application process.
2. **Inductions** - Designees will be inducted into the Club as Designees. Their name badges will identify them as Designees. Example: “City of New Brighton Designee”.
3. **Attendance** - Attendance will be recorded under the Shared Membership Rotarian’s membership number. If more than one Designee from the Shared Membership attends a meeting, others will be listed as guests.
4. **Conversion to Rotary Membership** - If a Designee desires to be recognized for contributions to the Rotary Foundation, hold a position on the Club’s Board, and 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 or entity may nominate a Designee replacement. After conversion to “Rotarian” status membership fees will be billed at current rates.

**Section 4: Financial Obligations**

1. **The Shared Membership Rotarian** - The Shared Membership Rotarian will be billed for the same dues, fees, and meals as other Club Rotarians.
2. **Multiple Meeting Attendees** - If more than one person of the Shared Membership attends a Meeting, the corporation or the Designee will be billed for an additional meal, if eaten, at the going rate for visitor meals.
3. **Special Assessments** - Designees are not subject to special assessments.
4. **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](http://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 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 to volunteer time to ensure the Club’s commitments are met.

**Article 14   Honorary Membership**

Honorary membership is used to recognize people who have distinguished themselves by meritorious service and embody Rotary ideals, and/ or those considered friends of Rotary for their support of Rotary’s causes.  Candidates for this type of membership will be considered for Board approval on a case by case basis.  Honorary members are exempt from paying RI dues, have no vote in Rotary matters, are not eligible to hold any club office, and are not included in the club’s membership numbers.

**Article 15 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 discussion.

**Article 16 Order of Business**

All Member Meetings shall generally include:

* Call to order
* Recitation of the Pledge of Allegiance
* Invocation or inspirational thought
* Welcome and Introduction of Visitors
* Correspondence, Announcements, and Rotary Information
* Team Reports
* Any Unfinished Business
* Any New Business
* Scheduled Program
* Recitation of the Four Way Test
* Adjournment

**Article 17 Amendments**

These bylaws may be amended at any Regular Meeting, a quorum being present, by a two-thirds vote of all Members present, provided the notice of the 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.