**Bylaws**

**of the Rotary Club of Baraboo, Wisconsin**

**Approved July 2023**

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**Article 1: 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. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.
6. Due Notice: Not less than 10 days prior to an event unless otherwise noted below.
7. The terms “publication”, “mailed”, and “written” shall include electronic notification of and communication from members.

**Article 2: Board**

The governing of this club shall be the board. The board shall consist of officers of this club, (namely, the president, vice-president/immediate past president, vice president/president-elect [or president-nominee if no successor has been elected], secretary, and treasurer) plus four additional directors elected in accordance with article 3, section 1 of these bylaws, for a total of nine members, five of whom will be designated as directors for the five Avenues of Service referenced in article 3, section 1 and one of whom shall be designated a club youth protection officer.

**Article 3: Election of Directors and Officers**

**Section 1**

At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president/president-elect, president-nominee, secretary, treasurer, and four directors for the next Rotary year.

The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. 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.

The candidates for president, president-elect, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices for the next Rotary year. The four candidates for director receiving a majority of the votes shall be declared elected as directors for the next Rotary year. The candidate for president-nominee ~~elected~~ receiving a majority of the votes shall be the president-nominee for the next Rotary year.

**Section 2**

The officers and directors, so elected, together with the immediate past president (vice president) shall constitute the board. Within one week after their election, the directors-elect shall meet and appoint some member of their club to act as Sergeant-at-Arms.

**Section 3**

A vacancy in the board or any office shall be filled by action of the remaining directors and officers.

**Article 4: Duties of Officers**

**Section 1**

*President.*  It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertaining to the office of president.

**Section 2**

*President-elect.* It shall be the duty of the president-elect to serve as a director 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 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 by 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 shall be 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 pertaining to the office of secretary.

**Section 4**

*Treasurer.* It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertaining 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**

*Club Youth Protection Officer (CYPO).* It shall be the duty of the CYPO to assure that volunteers participating in youth activities are trained in youth protection on an annual basis; instruct volunteers (prior to an activity) where they have one-to-one contact with youth; provide copies of youth protection materials to the club as needed; ensure that all volunteers involved with youth programs complete an online volunteer application and background checks; follow and report all incidents involving any student to district and law enforcement as soon as possible.

The aforementioned training shall include: district and RI expectations for all volunteers involved with youth activities; definitions of what constitutes abuse and harassment; what types of situations constitute an incident; reporting guidelines; ensuring exchange students are provided with local information to include: hotlines for youth protection, suicide crisis, alcohol/drug awareness hotlines, law enforcement information, and community services.

**Article 5: Meetings**

**Section 1**

***Annual Meeting****.* An annual meeting of this club shall be held not later than the 31st of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2**

***Regular Meeting****.* The regular weekly meetings of this club shall be held on Wednesday at 12:00 p.m. Due notice of any changes in or cancelling 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.

**Section 3**

***Membership Quorum.***  One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4**

***Board Meeting.*** Regular meetings of the board shall be held at 11:00 a.m. on the third Wednesday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) officers or directors in any combination, due notice having been given.

**Section 5**

***Board Quorum.*** A majority of the officers and directors shall constitute a quorum of the board.

**Article 6: Fees and Dues**

**Section 1**

The membership dues and luncheon charges shall be as determined by the membership from time to time at a meeting held for such purpose, shall be payable monthly or quarterly as selected by the member. A portion of each payment shall be applied to each member’s subscription to the RI official magazine. Both luncheon costs and dues will be billed whether or not the member attends a meeting or consumes a meal.

**Section 2**

The member shall be billed $25.00 each quarter as a contribution to the Program Fund of the Rotary International Foundation. The member may “opt out” of this contribution at any time by notification to the treasurer in writing.

**Article 7: Method of Voting**

The business of this club shall be transacted by *viva voce\** vote including the election of the officers and directors. The board may determine that a specific resolution or election be considered by ballot rather than by viva voce vote.

\*(Note: Viva Voce vote is defined as when club voting is conducted by vocal assent).

**Article 8: Five Avenues of Service**

The fiveAvenues 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 fiveAvenues 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 (vice 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 (3) 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 may be appointed as follows:

* **Membership**, under the direction of the Director for Club Service. This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
* **Public Image**, under the direction of the board. This committee should develop and implement plans to provide the public with information about Rotary and to promote the club’s service projects and activities.
* **Administration**, under the direction of the Director for Club Service. This committee should conduct activities associated with the effective operation of the club.
* **Service Projects**, under the direction of the Director of Community Service. This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
* **Rotary Foundation**, under the direction of the Director for International Service. This committee should develop and implement plans to support the Rotary Foundation through both financial contributions and program participation.

Additional *ad hoc* committees may be added as needed.

1. The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.
2. 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.
3. 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 on all committee activities.

**Article 10 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 New Generations Servicewhen 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 shall be 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 11: 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.

To encourage membership retention, while recognizing that occasions arise that may take the member away from the club for extended periods, the club may pay member dues for three (3) months of leave. The member may extend, at the member’s own cost, membership for another three (3) months. Leaves of absence greater than six (6) months are not allowed. The member shall be counted in the club’s membership total and counted absent in all reports unless there is a record of attendance at another club.

**Article 12: Finances**

**Section 1**

Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two (2) separate parts: one in respect of club operations, and one in respect of charitable/service operations.

The budget, approved by the majority of the board, shall be presented to the club membership for approval, denial, or modification prior to the beginning of the fiscal year (1 July).

**Section 2**

The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two (2) separate parts: one in respect of club operations, and one in respect of charitable/service operations.

**Section 3**

The treasurer or other appointed member of the board shall pay all bills and make all disbursements as approved in the annual budget. Expenditures greater than five hundred dollars ($500.00), not approved in the annual budget, shall obtain approval of a majority of members attending a regular meeting at which a quorum is present subject to due notice of the intent of the meeting.

**Section 4**

A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5**

Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 6**

The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members’ dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

**Article 13: Method of Electing Members**

**Section 1**

The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal 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 Rotary club of Baraboo constitution.

**Section 3**

The board shall approve or disapprove the proposal within thirty (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, following which the prospective member shall be requested to sign the membership proposal from and to permit his or her name and proposed classification 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, as prescribed in these bylaws, shall be considered to be elected to membership.

**Section 6**

Following the election, the president shall arrange for the new member’s induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with new member’s assimilation to the club as well as assign the new member to a club project or function.

**Section 7**

The club may elect, in accordance with the Rotary club of Baraboo constitution, honorary members proposed by the board.

**Article 14: 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, shall be referred to the board without discussion.

**Article 15: Order of Business**

The following is a suggested order for conducting each regular meeting of the club membership:

Call to Order.

Pledge of Allegiance.

Invocation or reflection.

Introduction of visitors

Announcements.

Personal Comments (Happy/Sad dollars).

Raffle.

Address, assembly, or other program features.

Adjournment.

**Article 16: Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that due notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the Rotary club of Baraboo constitution and with the bylaws and constitution of RI.

End of By Laws