

Bylaws of the Rotary Club of Westerville, Ohio, USA

October 29, 2020

Article I Definitions

Board: The Officers and Board of Directors of this club.
Director: A member of this club's Board of Directors.
Member: A member, other than an honorary member, of this club.
RI: Rotary International.
Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of twelve (12) members of this club, namely, six-(6)-Directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect, vice-president, secretary, treasurer, and the immediate past president. A past president emeritus appointed by the president, shall also participate as a non-voting member of the board.

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, secretary, treasurer, and directors two (2). Nominations will be presented by a nominating committee and may also be made by members from the floor. Nominations will be open on the floor for three consecutive meetings. The nominating committee shall be chaired by the president-elect and populated by the immediate past president, the president, vice president, president nominee, two board members and one club member chosen at-large. 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, vice president, president elect, president nominee, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The two (2) candidates for director that receive the most votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the election of a successor.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board. The president shall select a past president in good standing to serve as past-president emeritus, who shall be a nonvoting member of the board.

Section 3 – A vacancy in the board or any office shall be filled by action of the president.

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 pertains to the office of president.

Section 2 – *President-elect*. It shall be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertains to the office of president elect.

Section 3 – *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president or president-elect and to perform other duties as ordinarily pertains to the office of vice-president.

Section 4 – *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 to RI, including the semiannual reports of membership on 1 January and 1 July of each year and perform other duties as usually pertain to the office of secretary.

Section 5 – *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 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, or any other club property.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on or before the last regular meeting in January in each year, 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's either in-person or via electronic media. 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 pursuant to article 8, sections 3 and 4 of 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 sixty (60) 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 8, 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 shall be held monthly except for the month of December at a time and place to be determined by the directors. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given. Electronic/digital board meetings may be held for the purpose of electing new members to the club and/or any other business deemed necessary by the president.

Section 5 – A majority of the board shall constitute a quorum of the board.

Section 6 – A member desiring to be awarded a 100% perfect attendance award at the end of the Rotary year shall abide by the 4-Way Test and report make-ups to the Secretary. Any member who, because of protracted ill health or impairment, is physically unable to comply with the provisions of this section, during the period of its continuance, upon application to and approval of the board, shall be considered present for 100 percent attendance purposes.

Article 6 Fees and Dues

Section 1 – The admission fee shall be determined by the board of directors. Annual dues shall be prorated to the date of admission. The admission fee and prorated dues must be paid prior to induction into the club.

Section 2 – The membership dues shall be determined by the board of directors and shall become payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. Every active member of this club shall pay an admission fee and as annual dues such sums as may be prescribed by the board, except that a member who has previously held active membership in this club shall not be required to pay a second admission fee.

Article 7 Voting

Section 1 - The business of this club shall be transacted by via voice vote except the election of officers and directors, which shall be by ballot unless the proposed candidates are unopposed, in which case, the ballot may be done via voice. The board may determine that a specific resolution be considered by ballot rather than by via voice vote.

Note: Via voice is defined as when club voting is conducted by vocal assent. Ballot voting may be paper or electronic (email).

Section 2 - In any action requiring the vote of the board whereby there are 3 or more dissenting votes, a dissenting board member may petition the president within seven (7) days after the board meeting to submit the issue for consideration and vote to all members of the club. The president shall determine the regular weekly meeting date and the manner for vote on such issue. Any issue considered "major" must have two separate readings each at two different meetings per Article 15.

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 New Generations. This club will be active in each of the Avenues of Service.

Article 9 Committees

Section 1 – Club committees coordinate their efforts to achieve the club’s annual and long term goals as listed in article 13, section 7, of the Standard Rotary Club Constitution for this club. All Club committees are charged with carrying out the annual and long-range goals of the club based on the Avenues of Service.

Section 2 – Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board of all committee activities. 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. Standing committees should be appointed as follows: The president shall determine which committees will be active during his or her year.

The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

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.

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 make reference to appropriate RI materials and the Avenues of 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 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 but no longer than twelve months.

Article 12 Finances

Section 1 - Prior to the beginning of each fiscal year, the treasurer shall prepare a budget of estimated Club Service income and expenditures for the year by no later than May 31st, of each year, the board shall approve a budget of estimated income and expenses for Club Service, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The treasurer will also prepare a budget of Community Service income and expenditures for the year by the end of August of that year which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget for Community Service shall be approved by the board no later than two regular board meetings into the new Rotary year. Income from Community Service must be used for only Community Service and not used in any way for Club Service or other expenses with the exception of reimbursement from Community Service to Club Service for expenses paid by Club Service funds on behalf of Community Services. However, income or year end balances from Club Service may be used for Community Services activities.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be reported by the treasurer into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the treasurer as approved by either the president, officer, or committee chair. The treasurer may approve and pay anticipated or recurring invoices.

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 – 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 form and to permit his or her name and proposed classification to be published in the Rotogram-for two consecutive weeks.

Section 3 – 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, upon payment of the admission fee and prorated dues (if not honorary membership), as prescribed in these bylaws, 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, upon payment of the admission fee and prorated dues (if not honorary membership), shall be considered to be elected to membership.

Section 4 – Following the election, the president shall arrange for the new member's induction. The club secretary will provide the membership card and new member Rotary literature. In addition, the secretary will report the new member's information to RI and the president will assign a member to the red badge program

Section 5 – The club may elect, in accordance with the standard Rotary club 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. Any new resolution resulting in a major expenditure or major shift in the club's primary activities will require two readings at two board meetings before a vote can occur. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion. The board shall consider the motion at its next scheduled meeting and vote for the purpose of recommending its approval or disapproval of the motion to the Club as a whole. The President shall present the motion to the Club at the next weekly meeting and shall indicate the recommendation of the Board, along with such other information as the President deems appropriate. The Club membership shall thereupon vote on the motion in accordance with Article 7 of these Bylaws.

Article 15 Order of Business

Regular Meeting

Meeting called to order.
Invocation & Pledge.
Introduction of guests & visitors.
Announcements.
Rotary Raffle.
Sergeant-at-arms.
Program.
Address or other program features.
Adjournment.

Article 16 Amendments

These bylaws may be amended after review and advice by the board 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 communicated 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 standard Rotary club constitution and with the constitution and bylaws of RI.