

AMENDED
BYLAWS OF THE ROTARY CLUB OF FAIRBANKS

ARTICLE 1 - DEFINITIONS

1. Board: The Board of Directors of this club.
2. Director: A director on this club's board.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The 12-month period beginning July 1.

ARTICLE 2 – BOARD OF DIRECTORS

Section 1. The governing body of this club is the Board of Directors consisting of a President, President-Elect, Vice President, Secretary, Treasurer, Treasurer-Elect, the immediate or the most recent eligible Past President, and eight Directors-at-Large, elected in accordance with Article 3 of these Bylaws. There will be an additional position available on the Board for an ex officio non-voting member to be filled by a member of the Aurora Borealis Rotaract Club, as chosen by the President of said Rotaract Club.

Section 2. Each Director-at-Large serves a staggered, two-year term, with four of the eight Directors-at-Large elected each year at the annual meeting of the Rotary Club. Directors-at-Large may not serve more than two full terms without at least a one-year hiatus in board service.

Section 3. The directors of this club are not held liable to the club or its members for monetary damages or for breach of fiduciary duty as a director, unless a director is liable for:

- (1) A breach of a director's duty to the club; and/or
- (2) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; and/or
- (3) A transaction from the director that derives an improper personal benefit.

Section 4. By a majority vote of the other members of the board, a director may be removed for good cause, including two (2) or more consecutive unexcused absences from board meetings, or unexcused absence from more than twenty-five percent (25%) per year of scheduled board meetings.

ARTICLE 3 – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. No later than October 1st of the Year, the President forms a Nominating Committee consisting of three Past Presidents, who prepare a slate of nominees for President, President-Elect, Vice President, Secretary, Treasurer, and Treasurer-Elect. The Committee also

nominates candidates for the open Director-at-Large positions on the board. The slate of nominees is made from members who are in good standing with the club.

Section 2. The following officers will be nominated and succeed in an ordered rotation: Treasurer-Elect, Treasurer, Secretary, President-Elect, and President. The Nominating Committee recommends that each officer in good standing with the club advance to the next position in the rotational order as listed. If one of the other officers in the rotation is unable to complete their term, then at the discretion of the Nominating Committee, the other officers may advance more than one rotational step to fill the remaining positions. The Nominating Committee will then nominate a sufficient number of new officer candidates to fill the open positions starting with Treasurer-Elect. The Vice President serves for one year and is nominated by the Nominating Committee after consultation with the current President-Elect. The Nominating Committee nominates at least one candidate for Treasurer-Elect, and at least two candidates for each open position of Director-at-Large, to present to the President of the club on or before November 15th of that year.

Section 3. Any club member in good standing may nominate, with the consent of the nominee, an eligible member of the club for any open Officer or open Director-at-Large position. Such nomination is to be made in writing to the Nominating Committee on or before October 31st. The Nominating Committee prepares the final slate of nominees to present to the President. The President presents the final slate of nominees in writing to the club at least one week prior to the Annual Meeting.

Section 4. The election of the officers and directors from the published slate of nominees will take place at the annual meeting. For positions with only one nominee, that candidate will be declared elected at the annual meeting. For positions with more than one nominee, a majority vote of the members will determine the winner. For the Director-at-Large positions, those receiving the four highest vote totals are declared elected at the annual meeting.

Two weeks in advance of the annual meeting, the President appoints a team of at least three Electors to distribute, monitor and count the ballots during the election. Each member is entitled to one vote. Absentee ballots will be allowed for members who wish to vote, but who are unable to attend the annual meeting. Absentee ballots will be made available to the Club members at least one week prior to the annual meeting. All absentee ballots will require proper signature verification of the voting member on the outside of a sealed envelope containing the absentee ballot to be counted, and must be returned directly to one of the Electors. The Electors complete the vote count and report the results of the election at the annual meeting.

Section 5. Officers and directors will assume their respective duties on July 1 of the year following their election to office.

Section 6. In the event of a vacancy after the election of an officer or director position on the board, the Board of Directors will fill that vacancy for the balance of the unexpired term. Upon approval of the Board of Directors, a vacancy of the President will be filled by the Vice-President.

ARTICLE 4 – DUTIES OF THE OFFICERS AND DIRECTORS

Section 1. The Board of Directors is responsible for the general administrative and fiscal management of the club, and for the supervision of its officers and its committees. Board members may perform additional duties as assigned.

Section 2. The President presides at all meetings of the club and board and performs such other duties as ordinarily pertain to the office.

Section 3. The immediate past president serves as a director.

Section 4. The President-Elect serves as a member of the Board of Directors and prepares for their year in office as President of the club. The President-Elect will attend a President-Elect Training Seminar during their year as President-Elect.

Section 5. The Vice President presides at meetings of the club and board in the absence of the President, and performs such other duties as ordinarily pertain to this office. In the event of a vacancy in the office of the President, the Vice President, upon confirmation of the board, will succeed to the office of President.

Section 6. The Secretary is responsible for the current membership records of the club, the recording of attendance at meetings, and prepares all required reports to Rotary International including the semi-annual Reports due on January 1st and July 1st of each Year. The Secretary also prepares leave of absence notices, ‘absence excused’ status changes, and notices of termination of membership, and submits timely reports of any changes in membership status to the District Governor and Rotary International. The Secretary prepares and preserves the minutes of all meetings of the board and perform other duties as usually pertain to the office. The Secretary prepares and sends a membership status/transfer report to each resigning member, stating the status of the person’s payments of dues and payments to the Rotary Foundation.

Section 7. The Treasurer oversees the activities of the professional accounting firm hired by the board and submits a monthly and year-to-date financial statement to the board for their review and approval at each monthly meeting of the board. The Treasurer monitors the annual budget of the club and reports the budget status with each monthly financial statement. The Treasurer collects the cost of lunch meals from visitors at the regular weekly meetings of the club, provides a list of visiting Rotarians to the President at each weekly meeting, and collects and accounts for miscellaneous other funds collected at the weekly club meetings or other events of the club. The Treasurer arranges for the timely settlement of accounts payable including any Rotary International, RIF, and District dues and fees. The Treasurer prepares monthly accounts receivable aging reports as part of the monthly financial statement and prepares notices of outstanding balances for overdue accounts. The Treasurer maintains a separate accounting for any RIF or District Grants including a financial management and documents record retention plan, and separate bank accounts if required for the grant. The Treasurer also performs other duties that pertain to the office.

Section 8. The Treasurer-Elect assists the Treasurer and prepares for their year as Treasurer of the club.

ARTICLE 5 - MEETINGS

Section 1. The annual meeting of this club is held in December, to elect the officers and directors who will serve for the following year.

Section 2. The regular weekly meetings of this club are held on Thursdays at noon. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3. One-third of the club's members, excluding those on leave of absence or absence excused, constitutes a quorum at the annual and regular meetings of this club.

Section 4. Board meetings are held at least monthly. Special meetings of the board are called with reasonable notice by the President or upon the request of two directors.

Section 5. At the discretion of the President, when a vote on an issue is needed, the President may request a board email vote, using the following procedure:

- (a) The President sends an emailed request to the board as a whole, asking for a vote upon the issue or appointment;
- (b) A quorum must respond;
- (c) The President collects the email votes received and keeps them in the corporate records; and
- (d) The decision of the board is ratified at the next regularly scheduled board meeting.

Section 6. A majority of the Board, eight members, constitutes a quorum.

Section 7. Directors may arrange to attend board meetings telephonically or online.

Section 8. The most recent version of Robert's Rules of Order guides the conduct of the club's business.

ARTICLE 6 – FEES AND DUES

Section 1. The admission fee, as established by Rotary International and/or the club, is to be paid before the applicant can qualify as a member.

Section 2. Membership dues consist of Rotary International per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Membership dues are payable in accordance with the policies of the club as established by the board.

ARTICLE 7 – METHOD OF VOTING

The business of this club is conducted by voice vote or show of hands except for the election of officers and directors, which is conducted by ballot. The board may provide a ballot for a vote on

a specific resolution.

ARTICLE 8 -COMMITTEES

Section 1. This club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution, which are Club Administration, Membership, Public Image, Rotary Foundation, and Service Projects. The President will, subject to approval of the Board, appoint additional committees organized under the Avenues of Service, which are Club Service, Community Service, Vocational Service, International Service, and Youth Service.

Section 2. The President, subject to the approval of the board, appoints coordinators from the Board of Directors for the committees described in subpart (a).

Section 3. The President, subject to the approval of the Board, appoints any other committees as may be deemed necessary.

Section 4. The President is an *ex officio* member of all committees and, as such, has all the privileges of membership thereof.

Section 5. Each committee transacts 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, committees will not take action until a report has been made to and approved by the board.

Section 6. Each chair is responsible for meetings and activities of the committee, supervises and coordinates the work of the committee, and reports to the Committee Coordinator on all committee activities.

Section 7. Coordinators are Directors-at-Large who oversee the activities of the club committees. Coordinators report their committees' activities to the board.

ARTICLE 9 - FINANCES

Section 1. Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2. The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3. Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 4. A qualified person conducts a thorough annual review of all financial transactions.

Section 5. Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

Section 6. The fiscal year is from 1 July to 30 June.

ARTICLE 10 –METHOD OF ELECTING MEMBERS

Section 1. Active members.

- (a) A member proposes a candidate for membership to the board and/or the membership committee, or another club proposes one of its transferring or former members.
- (b) The board approves or rejects the candidate’s membership within 30 days and notifies the proposing member of its decision.
- (c) A written notification is distributed at the next two consecutive general membership meetings. If a member has an objection to the proposed member application, a written objection should be submitted to the Secretary no later than the second Friday following initial notification.
- (d) If the board further approves the candidate’s membership, the prospective member is invited to join the club.

Section 2. Honorary Members. The Board may elect honorary members, who have served with exceptional distinction in the furtherance of Rotary ideals. Honorary members are exempt from payment of dues, and may attend all meetings, wear the RI emblem, badge, or other RI insignia, and enjoy all the other privileges of the club. Honorary members have no vote, hold no classification, and may not hold office, but may hold honorary membership in more than one club. Honorary membership terminates each year on June 30th, but may be continued from year to year by resolution approved by the board.

ARTICLE 11 - AMENDMENTS

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

ARTICLE 13 - DISSOLUTION

Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).

Adopted the 20th day of June, 2020.



Doug Schrage, President



Tom Gross, Secretary