

**BYLAWS OF**  
**ROTARY CLUB OF MIDLAND WEST**  
**APPROVED JULY 27, 2021**

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ARTICLE 1. **Definitions.**

1. Board: The Board of Directors of this Club.
2. Club: The Rotary Club of Midland West, also known as the Midland West Rotary Club.
3. Membership Director: Chair of the Membership Committee.
4. Club Public Relations Director: Chair of the Club Public Relations Committee.
5. Club Administration Director: Chair of the Club Administration Committee.
6. Service Projects Director: Chair of the Service Projects Committee.
7. The Rotary Foundation Director: Chair of The Rotary Foundation Committee.
8. Member: A member, other than an honorary member, of this Club.
9. RI: Rotary International.
10. Year: The 12-month period that begins on 1 July.
11. 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, a majority of the directors for Club Board decisions, and one-half of the Club's members for amendments to these Bylaws.

ARTICLE 2. **Board.**

The governing body of this Club shall be the Board consisting of eleven (11) members of this Club, namely the President, President-Elect, President-Nominee, Secretary, Treasurer, Immediate Past President, Membership Director, Public Relations Director, Club Administration Director, Service Projects Director, and The Rotary Foundation Director.

ARTICLE 3. **Election of Directors and Officers.**

Section 1. Nominations.

At a regular meeting one month prior to the meeting for election of officers as designated in Article 5 Section 1, the presiding Officer shall ask for nominations by members of the Club for President-Elect, President-Nominee, Secretary, Treasurer, Membership Director, Public Relations Director, Club Administration

Director, Service Projects Director, and The Rotary Foundation Director. 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 have 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 each office receiving a majority of the votes shall be declared elected to their respective offices. 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. Board Composition.

The Officers and Directors, so elected, together with the Immediate Past President shall constitute the Board. Within one week after their election, the Directors-elect shall meet and elect some member of the Club to act as Sergeant-at-Arms. Sergeant-at-Arms shall not be a Board position, nor shall it constitute a vote on the Board.

#### Section 3. Vacancies.

A vacancy by any Director or Officer or any Director-elect or Officer-elect shall be filled by an election, governed by the same procedures set out in Section 1 of this Article.

#### Section 4. Term.

The term of office for each Officer and Director is one year.

### 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 pertain 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 pertain to the office of President-Elect. Completion of the Rotary International President Elect Training Seminar (PETS) is encouraged.

Section 3. President-Nominee.

It shall be the duty of the President-Nominee (also referred to as Vice-President) to serve as a director and to perform such other duties as may be prescribed by the President or the Board.

Section 4. Immediate Past President.

It shall be the duty of the Immediate Past President to serve as a Director on the Board.

Section 5. 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 prorated reports on 1 October and 1 April of each active member who has 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 pertain to the office of Secretary.

Section 6. 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 any active member, and to perform other duties as pertains to the office of Treasurer. Upon retirement from the 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 7. Sergeant-at-Arms.

The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President of the Board. Sergeant-at-Arms shall not be a Board position, nor shall it constitute a vote on the Board.

ARTICLE 5. ***Meetings.***

Section 1. Annual Meeting.

An annual meeting of this Club shall be held in the month 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. Standing Meetings.

The regular weekly meetings of this Club shall be held on Tuesday at noon. Reasonable notice of any changes to 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.

Section 3. Board Meetings.

Regular meetings of the Board shall be held monthly. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors, reasonable notice having been given.

Section 4. Electronic Meetings.

Regular meetings of the Club and of the Board may be held electronically as deemed necessary by the President in extraordinary circumstances.

ARTICLE 6. ***Fees and Dues.***

The membership fees and dues shall be determined by the Board with regard to the requirements of RI and District 5730.

ARTICLE 7. ***Method of Voting.***

The business of this Club shall be transacted by vocal assent votes except the election of Officers and Directors, which shall be by ballot. The Board may determine that specific resolutions be considered by ballot rather than by vocal assent.

ARTICLE 8. ***Five Avenues of Service.***

The five (5) Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. The activities of the Club shall be limited to these five Avenues of Service. The five Avenues of Service are as follows:

- (1) Club Service.

Focuses on making the Club strong. A thriving club is anchored by strong relationships and an active membership development plan.

(2) Vocational Service.

Calls on every Rotarian to work with integrity and contribute their expertise to the problems and needs of society.

(3) Community Service.

Encourages every Rotarian to find ways to improve the quality of life for people in their communities and to serve the public interest.

(4) International Service.

Exemplifies our global reach in promoting peace and understanding. We support this service avenue by sponsoring volunteering on international projects, seeking partners abroad, and more.

(5) Youth Service.

Recognizes the importance of empowering youth and young professionals through leadership development programs such as Rotaract, Interact, Rotary Youth Leadership Awards, and Rotary Youth Exchange.

ARTICLE 9. ***Committees.***

Section 1. Standing Committees.

Club committees are charged with carrying out the annual and long-range goals of the Club based on the five Avenues of Service. The President-Elect, President, and Immediate Past President should work together to ensure continuity of leadership and succession planning. The President-Elect is responsible for appointing committee members as necessary chairs and conducting planning meetings prior to the start of the year in office. Standing committees should be as follows:

(a) **Membership.** This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

(b) **Club Public Relations.** 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.



(c) **Club Administration.** This committee should conduct activities associated with the effective operation of the Club including, but not limited to, arranging educational speakers for regular meetings.

(d) **Service Projects.** This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

(e) **The Rotary Foundation.** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

## Section 2. Ad Hoc Committees.

Additional ad hoc committees may be appointed as needed. Chairpersons of ad hoc committees shall not be considered Directors as constituted under Article 2.

## Section 3. Responsibilities.

(a) The President shall be 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 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 their year. In declaring the duties of each, the President shall refer to appropriate RI materials.

Each committee shall have a specific mandate, clearly defined goals, and action plans established at 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 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. Such leave of absence operates to prevent a forfeiture of membership; it does not operate to give Club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence is authorized under the provisions of the Rotary International Constitution and Bylaws.

## ARTICLE 12. ***Finances.***

### Section 1. Adoption of Budget.

Prior to the beginning of each fiscal year, the Board, working with the President, Treasurer and committee heads, 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.

### Section 2. Depositories.

The Treasurer shall deposit all Club funds in a financial institution, named by the Board. Signatories on the Club's account shall be the Treasurer, President and Secretary.

### Section 3. Authorization for Payments.

Payments for all bills shall be made by the Treasurer acting alone, or in the absence of the Treasurer, by the President or Secretary if such payment is approved by two other Officers or Directors.

### Section 4. Records Audit.

A thorough review of all financial transactions may be made by any active member at any time.

### Section 5. Bonds.

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, with the cost of bond to be borne by the Club.

### Section 6. Fiscal Year.

The fiscal year of this Club shall extend from 1 July 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.

Section 7. Mankind's Can.

When possible, at regular Club meetings, a can or other container (Mankind's Can) shall be circulated for donations to be used for local projects. Any Member may make a motion to the Club for funds from Mankind's Can to be used for a specific project. If such motion is seconded and approved by the Club, the Board shall decide if such donation shall be made from funds from Mankind's Can. The decision of the Board shall be announced to the Club by the President. If the Board decides such donation should not be made, the Club may override the decision of the Board by a two-thirds (2/3) vote of approval if a quorum is present at such vote.

ARTICLE 13. ***Eligibility for Membership and Method of Electing Members.***

Section 1. Eligibility.

(a) The Club shall be composed of adult persons having their place of business or residence located in the locality of the Club or the surrounding area, and who demonstrate good character, integrity, and leadership; possess a good reputation within their business, profession, occupation, and/or community; and are willing to serve in their community and/or around the world. A member moving from the locality of the Club or the surrounding area may retain membership in the Club if the Board grants such permission and said member continues to meet all conditions of Club membership.

(b) The Club shall have a well-balanced membership in which no one business, profession, occupation, type of community service, or other classification predominates.

(c) The Club may admit persons for active membership, honorary membership, or through a corporate membership.

Section 2. Membership Proposals.

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 or by any active Member. In the case of a transferring member, the Secretary shall verify that the transferring member owes no money to his/her former Club. If money is owed, the transferring member is not eligible for membership until such debt is paid.

### Section 3. Presentation to Club.

The President shall read the proposal for membership three times at either a Club meeting or Board meeting, giving active Members an opportunity to object to the admission of the proposed person.

### Section 4. Election to Membership.

If no written objection to the proposal is received by the Board from any Member (other than Honorary) of the Club within seven (7) days following the third publication of information about the prospective member, the proposed person, as prescribed in these Bylaws, shall be considered to be elected to membership and shall be inducted into membership at a regular Club meeting.

### Section 5. Objection of Membership.

If a written objection is filed with the Board by an active Member, the Board shall conduct a hearing to fully consider the objection, with the objecting person and person proposed for membership in attendance. This hearing shall be closed to the membership of the Club. The Board shall then vote on the objection which shall constitute an election to, or a denial of membership. All eleven (11) members of the Board shall be present and voting at the hearing. A tie in the voting shall be a denial of membership.

### Section 6. Membership Induction.

Following the election to membership, the President shall arrange for the new Member's induction, membership badge, and new member Rotary literature. In addition, the President or Secretary will report the new member's information to RI. The President may 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. The new Member shall be required to complete the Red Badge Program.

### Section 7. Honorary Members.

The Club may elect, in accordance with the standard Rotary Club Constitution, Honorary Members proposed by the Board.

### Section 8. Corporate Memberships.

Recognizing the importance that businesses place on corporate social responsibility, the Club hereby adopts the Corporate Membership option offered by RI for businesses, professional associations, government entities and educational institutions ("organization(s)").

(a) Organization(s) eligible for membership in the Club are businesses, professional associations, government entities and educational institutions.

(b) Subject to the approval of the Board, the organization in (a) may designate a maximum of four (4) persons to serve as members of the Club, but shall designate only one person to be the primary Member.

(c) All of the persons designated in (b), above, are entitled to attend any regular meeting of the Club.

(d) Dues for the organization(s) in (a), which will include a charge for meals for one person, shall be set by the Board. Should more than one member of an organization attend a meeting, the additional member shall cover the cost of their meal.

(e) The primary Member for whom RI dues have been paid are registered as active Members in Rotary's database. They will be listed as official Members of the Club and noted in the roster as primary corporate members of the named organization. Alternate members for whom RI dues have not been paid are not listed on the Club roster in Rotary's database.

(f) For the purpose of general meetings and Club matters, the primary Member is eligible to vote. Since the organization has one primary Member that is reported as an active RI dues-paying Member, it will have only one vote which will be made by the designee attending the meeting at which the vote is taken.

(g) Any RI dues-paying Member listed in Rotary's database, which includes the primary organization Member, is eligible to be a Member of the Board. Alternates who do not pay RI dues are not eligible.

#### 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, including but not limited to spending funds collected for Mankind's can. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

#### ARTICLE 15. ***Order of Business for Regular Club Meetings.***

Meeting called to order and opening ceremony.  
Introduction of visitors.  
Mankind's can collection.  
Correspondence, announcements, and Rotary Information.  
Committee reports if any.

Any unfinished business, if applicable.  
Any new business.  
Classification talk or other program.  
Adjournment.

**ARTICLE 16. *Order of Business for Board Meetings.***

Meeting called to order.  
Approval of Minutes.  
Announcements by the President.  
Treasurer's report.  
Director and Committee reports.  
Discussion and voting on matters presented to the Board.  
Adjournment.

**ARTICLE 17. *Amendments.***

These Bylaws may be amended at any regular Club meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been distributed 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. For the purpose of this Article, a quorum shall be one-half of the members reported to RI under these Bylaws.