

BYLAWS OF THE STILLWATER SUNRISE ROTARY CLUB

(As recommended to the Membership by the Board on January 24, 2022)

(Approved January 27, 2022 by the Club)

Article I: Definitions

- A. Board: The Board of Directors of this club.**
- B. Director: A member of this club's Board of Directors.**
- C. Member: A member, other than an honorary member, of this club.**
- D. Leadership Team: The Team shall consist of the President Nominee, President Elect, President and the three immediate past presidents available to serve. When a president nominee is elected, the most senior past president will leave the committee, thus there will always be only six members. The immediate past president shall serve as the Chair.**
- E. Nominating Committee: Shall be the Leadership Team and shall have the same Chair as the Leadership Team. In the event the Nominating Committee becomes deadlocked in the course of conducting its business, then the Committee shall revote with the most senior past president serving on the Committee not eligible to vote during the re-vote.**
- F. RI: Rotary International**
- G. TRF: The Rotary Foundation**
- H. District: Rotary District 5960**
- I. President Nominee: Shall be the club President for the year following the next Rotary Year.**
- J. Annual Election: Shall be set by the President, shall be announced to the membership of the club at least seven (7) days prior to the event, shall occur in December of each year and shall be the election at which the members of the club at a regular meeting elect the President Nominee.**

Article II: Board

The governing body of the club shall be the Board consisting of the President, President Elect, President Nominee, Secretary, Treasurer, Immediate Past President, membership Chair, Rotary Foundation Chair, Public Relations Chair, Fundraising Chair, and Club Service chair, and up to three additional members. Except for those members elected in accordance with Article III, the President Elect shall submit to the current Board at a regularly scheduled meeting and before the President Elect's term begins, the President Elect's nominations to the Board. The Board shall then vote to approve or disapprove the President Elect's nominations to the Board. If the Board votes to disapprove the President Elect's nominations, then the President Elect shall submit a new slate of candidates for the Board for approval or disapproval by the Board. This process shall continue until the Board has approved the President Elect's nominations to the Board. If by the end of the Rotary Year a new Board has not been selected, then the current Board shall continue to hold office until a new board is elected. Members may be appointed for periods of less than one year. Any club member may attend the Board meetings, but only authorized Board members may vote or make motions for acceptance or approval of issues coming before the Board.

Article III: Election of Directors and Officers

Section A. Prior to the Annual Election the Chair shall convene the Nominating Committee for the purpose of selecting a candidate for President Nominee. The candidate selected by the Nominating

Committee shall be entered into nomination by the Chair of the Nominating Committee at the Annual Election. At the same time the President shall open nominations to be received from any club members in attendance. If there is a candidate nominated from the floor and it has been properly seconded, then that candidate shall be added to the list of the nominations for President Nominee. If there is more than one nominee, then the nominations duly made shall be placed on a ballot in alphabetical order. The candidate receiving a majority of the votes shall be declared as elected. If there is only one nominee, then the President may determine to hold the election by voice vote. The candidate for President elected in such balloting shall be the President Nominee and shall serve as a Director for the year commencing on the first day of January next following the election and shall assume the office of President on the first day of July immediately following the year as President Elect. The President Nominee shall take the title of President Elect on July 1 following the year to their election.

Section B. A vacancy in the board or any office shall be filled by action of the remaining directors, provided that a vacancy in the office of President must be filled by someone who has held the office of President of a Rotary Club.

Section C. A vacancy in the position of any office-elect or director-elect shall be filled by action of the remaining directors-elect.

Article IV: Duties of Officers

Section A. *President* It shall be the duty of the President to preside at meetings of the club and the board and to perform such other duties as ordinarily pertain to the office of President. Should the President be unable to attend and direct the meeting, he or she shall designate another qualified club member to serve as the President for the missed meeting.

Section B. *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. The President-Elect shall be expected to attend a President-Elect Training Seminar (NCPETS for District 5960) in the spring of the year preceding their ascending to the President.

Section C. *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 semi-annual reports on membership as of 1 January and 1 July of each year, and prorated years 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 such other duties as usually pertain to the office of Secretary.

Section D. *Treasurer* It shall be the duty of the Treasurer to have custody of all funds, accounting for said assets to the club annually and at other times upon demand by the Board, and to perform other duties as pertain to the office of Treasurer. Upon retirement from this office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other club property entrusted to their care.

Article V: Meetings

Section A. Annual Meeting An Annual Meeting of this club shall be held at a regularly scheduled meeting during the month of December in each year, at which time the election of the President Nominee shall take place.

Section B. Regular Meeting The regular meetings of Stillwater Sunrise Rotary Club shall be held on Tuesday at 7:00 AM. The location of those meetings shall be at the discretion of the Board and shall be announced prior to any subsequent meetings, if the venue has been changed.

Due notice of any changes in or canceling of a regular meeting shall be given to all members of the club. All members excepting an honorary member in good standing in this club, on the day of the regular meeting, are to be counted as “present” or “absent”, and attendance shall conform with the requirement adopted by RI. Attendance and participation in this or another clubs or District meetings, events or activities may be accepted as valid if identified and recognized.

Section C. Quorum One third of the membership shall constitute a quorum at the annual meeting of the Stillwater Sunrise Rotary club.

Section D. Regular Meetings Regular meetings of the Board shall be held at the discretion of the Club President and with the notification and concurrence of all Board members in a timely manner. Special meetings of the Board may be called by the President, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section E. Majority A majority of the Directors shall constitute a quorum of the Board.

Article VI: Fees and Dues

The membership dues shall be set by a majority vote of the membership from time to time, payable quarterly on the first day of July, October, January and March with the understanding that a portion of the quarterly payment shall be applied to each member’s subscription to the RI official magazine; The Rotarian.

Article VII: Voting

The business of this club shall be transacted by *viva voce* vote except the election of the President-Nominee at the Annual Meeting, which shall be by ballot if there is more than one candidate. The Board may determine that a specific resolution be considered by ballot rather than *viva voce* vote.

Article VIII: Seven Areas of Focus

The six Areas of Focus are the philosophical and practical framework for the work of this club consistent with the Strategic Plan of both Rotary International and The Rotary Foundation. They are 1.) Water and Sanitation, 2.) Education and Literacy, 3. Peace and Conflict Resolution, 4.) Economic and Community Development, 5.) Maternal and Child Health and 6.) Disease Prevention and Control. 7.) Protecting the Environment. Where reasonable, Club projects and Activities, Grant participation, and Community involvement should incorporate elements of these Areas of Focus for consistency.

Article IX: Committees

Club committees are charged with carrying out the annual and long range goals of the club. The Leadership Team should work together to streamline continuity of leadership and succession planning. When feasible, Committee members should be appointed or accepted into their committees for a period of three years to insure 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 of a committee have prior experience as a member of such committee. Standing committees should be appointed as follows:

Membership – This committee should develop and implement a comprehensive plan for the recruitment, induction and retention of members.

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. The Stillwater Sunrise Rotary club website is an integral and important element of this committee’s activities.

Club Administration – This committee should conduct activities associated with the effective operation of the club. Both the Club Treasurer and Club Secretary should be ex-officio members of this committee.

Service Projects – This committee should develop and implement educational, humanitarian and vocational projects that address the needs of the community and similar committees in other countries. Such projects should, where reasonable, incorporate elements of one or more of the Six Areas of Focus.

The Rotary Foundation (TRF) – This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. In a typical Rotary Year the Month of November is designated as Foundation Month and this committee should accept responsibility for a selection of programs that are consistent with that intention

Fundraising – This committee should develop and implement annual fundraising plans which will assure adequate revenue for the club to meet its financial goals for operation and service. This committee will oversee all fundraising activities, including fundraiser events, club dues, “good news” donations, and specially directed fundraising (e.g. Hoops for Hope)

Additional or ad hoc committees – Such committees may be established, and members assigned as needed and appointed. For example, Student Exchange, STRIVE/AVID are currently active in Stillwater Sunrise Rotary Club.

- a. The President of Stillwater Sunrise Rotary is always an ex officio member of any committee established and supported by the club
- 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.
- d. The chair of each standing committee shall be ex-officio of any and all sub-committees which may be established to further the efforts of the main committee.

- e. Each sub-committee shall transact its business as delegated or referred to by its respective standing committee, the standing committee chair, or the President of the Board. Except where special authority is given by the Board (and so noted in Board minutes), such sub-committees shall not take action until a report has been made to the Standing Committee and the Board.
- f. Each Chair of each sub-committee, shall supervise and coordinate the work of the sub-committee and shall be prepared to report to the respective standing committee and the Board on all activities.

Article X: Duties of Committees

The duties of all committees and sub-committees should be established and reviewed by the President of his or her year. In declaring the duties of each, the President shall reference appropriate RI materials or consistency with RI and TRF objectives or programs. The Service Projects Committee will consider the Six Areas of Focus as an incorporated element of any service projects.

Each committee and sub-committee should 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 the club committees, mandate, goals and plans for presentation to the Board in advance of the commencement of the year as noted.

Article XI: Leave of Absence

Upon written applications to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for a specified period of time. Any member granted such a leave of absence shall not be obligated to pay the meal cost portion of weekly club meetings during the period of the approved leave of absence. The member shall remain obligated to pay all other dues or portions thereof, all fees and charges related to membership as they become due as if no leave of absence had been granted by the Board.

Article XII: Removal of Director or Officer.

At any regular or special meetings of the Board duly called, any one or more of the Directors or Officer may be removed with cause by a majority of the remaining Directors present in person or by proxy, and a successor may then and there be elected to fill the vacancy thus created. Any Director or Officer whose removal has been proposed by a Director shall be given a minimum of 7 day notice of such proposed action and an opportunity to be heard at the meeting.

Article XIII: Finances

Section A. Prior to the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenses for the year, which shall stand as a limit of expenditures for the designated purposes during the year, unless otherwise ordered by action of the Board. The budget shall be broken into two separate elements: one in respect to club operations and one in respect to charitable/service operations.

Section B. The Treasurer shall deposit all club funds in a bank, named and agreed to by the Board. The club funds shall be divided into the two separate parts: Club operations and Club service projects.

Section C. All bills shall be paid by the Treasurer or other designated Board officer upon authorization by the President

Section D. A thorough review of all financial transactions should be conducted by a qualified person if the Board of Directors and the Club President choose to request and authorize.

Section E. Officers having charge or control of club funds may be bonded at the club's expense if significant funds are under management. It is the responsibility of the Board of Directors to consider whether such bonding is to be required.

Article XIV: Method of Electing Members

Section A. 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 considered as "Confidential" by the Board, except as otherwise provided in this procedure.

Section B. The Board shall ensure that the proposal meets all the classification and membership requirements of the Rotary Club Constitution.

Section C. The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club Secretary, of its decision.

Section D. If the decision of the Board is favorable, the prospective member shall be informed of the purposes of Rotary (through the Membership Committee actions) and the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form.

Section E. Following the election, the President shall arrange for new members' induction, membership card, and enter the new members needed identification for Rotary publications. In addition, the President or Secretary will report the new member information to RI and District Administration and the President will assign an existing club member to assist in the new members' assimilation into Rotary. The President may also assign the new member into one or more committee activities or committees.

Section F. The club may elect, in accordance with the Standard Rotary Club Constitution, honorary members as may be proposed by the Board.

Article XV: Removal of a Member.

At any regular or special meetings of the Board duly called, any one or more of the Members of the Club may be removed with cause by a majority of the Directors present in person or by proxy. Any Member whose removal has been proposed by a Director shall be given a minimum of 7 day notice of such proposed action and an opportunity to be heard at the meeting.

Article XVI: 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 further discussion.

Article XVII: Order of Business

The order of business is a guideline for club officers to follow. At the discretion of the club President, it may be modified as necessary to meet a specific objective or opportunity, whether for one meeting or multiple meetings.

1. Meeting called to order, Ringing of the bell, Pledge of Allegiance, 4-Way Test recital
2. Introduction of visitors, either Rotarians or non-Rotarians
3. Correspondence, announcements, and Rotary information of club interest (This program element may include the Sergeant-At-Arms, club raffle or other at the discretion of the President)
4. Committee reports, if any
5. Any unfinished business
6. Any new business
7. Address, program features, speaker
8. Adjournment, with final bell ringing

Article XVIII: Board Meetings by Remote Means.

A meeting of the Directors or any committee of the Board may, in addition to a “face-to-face” meeting, be conducted by a telephone conference or any means of remote communication through which the participants may simultaneously hear each other during the meeting, if notice of the meeting has been given in a manner that would be required for a meeting and if the number of persons participating in the conference is sufficient to constitute a quorum. Participating in a meeting by remote means constitutes personal presence at the meeting. In addition, the Board may take action electronically, provided that if prior notice of the proposed action has not been given in a manner that would be required for a meeting, then the voting must be held open for the earlier of (i) 48 hours or (ii) all Board Members have voted. If any Board Member objects to action on a matter being conducted electronically during the period for voting, then the electronic vote will be null and void and the matter will be moved to the next meeting of the Board.

Article XIX: Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that the notice of such proposed amendment shall have been sent via US Mail or electronically to each member at least ten (10) days prior to such meeting. No amendment or addition to these bylaws can be made which is not in harmony and compliance with the Standard Rotary Club Constitution and with the Constitution and Bylaws of Rotary International.