

# By-Laws\* of the Rotary Club of Champaign West

## Article 1 Definitions

As used in these by-laws, unless context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The board of directors of this club.
2. Director: A member of 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 board members for club board decisions
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

## Article 2 Board

The governing body of this club is its board of directors, consisting of the president, immediate past president, president-elect, president-nominee, sergeant-at-arms, historian, secretary, treasurer, and nine directors. All are elected by the club membership.

## Article 3 Elections and Terms of Office

Elections shall be held during the annual meeting of the club as defined by the board, usually the second meeting of December.

**Section 1** The Nominating Committee's report is presented to the club at the meeting one week prior to the annual meeting. Nominations for elections from the floor will be accepted only during the meeting at which the Nominating Committee's report is presented and shall thereafter be appended to the Nominating Committee's report. Nominations from the floor must be accompanied by an agreement to serve by the member placed in nomination, either in-person or in-writing.

**Section 2** The candidate who receives a majority of the votes for each office is declared elected to that office.

**Section 3** If any officer or board member vacates their position, the remaining members of the board will appoint a replacement. A club member appointed to fill a director or officer vacancy shall complete the unexpired portion of the term of the position he/she assumes.

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\* These By-Laws were developed to harmonize with the Constitution and the recommended Rotary Club By-Laws provided in the RI Manual of Procedure 2022. These By-Laws were adopted by CWR on August 14, 2024.

**Section 4** If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement. A club member appointed to fill a director or officer vacancy shall complete the unexpired portion of the term of the position he/she assumes.

**Section 5** The terms of office for each role are:

- President: one year
- President-Elect: one year
- President-Nominee: one year
- Treasurer: one-year
- Secretary: one year
- Sergeant-at-arms: one year
- Historian: one year
- Director: three years

**Section 6 Nominating Committee.** A Nominating Committee shall be formed annually to nominate club members as candidates for directors of the club and as officers. The Nominating Committee shall be comprised of six (6) members, whom shall be the current club President, the current President-Elect, the current President-Nominee, and the three (3) immediate Past Presidents of the club who are still members of the club in good standing. Prior to the Nominating Committee's meeting, the Nominating Committee shall inform the membership of its intent to meet in order to allow club members to make nomination suggestions. The Nominating Committee shall consider any suggestions from club members and, at the designated regular club meeting prior to the annual meeting, the Nominating Committee shall present its report and shall place in nomination as prospective directors a number of names of eligible club members equal to the number of vacancies to be filled.

**Section 7 Qualification of Candidates for Director.** Candidates for director must have become a member prior to July 1 of the year in which they are nominated. No member of the club shall be eligible for election as a director if he or she has completed a full three (3) year term on the board within five (5) years immediately prior to the date of the election.

**Section 8 Qualifications of Candidates for President-Nominee.** Candidates for president-nominee must have served at least one year on the board when they will take office, such that by the time they take office as president, they will have three years of experience on the board. Exceptions to this requirement may only be made if the Nominating Committee cannot identify willing members who are eligible to be nominated.

#### **Article 4 Duties of the Officers**

The club officers shall be a president, a president-elect, a president-nominee, the immediate past president, a historian, a secretary, a treasurer, and a sergeant-at-arms. Upon vacating the office, each officer shall turn over all records and any other club property in his/her possession to his/her successor or to the President of the club.

**Section 1 President.** The president shall preside at all meetings of the club and of the board. He/she shall be the chief executive officer of the club. He/she shall also perform such other duties as specified by these Bylaws and as determined by the board.

**Section 2 President-Elect.** The president-elect shall preside at meetings of the club and of the board in the absence of the president. The president-elect shall prepare for his/her year as president, attending President-Elect Training Seminar (PETS) and other training as provided by District 6490. The president-elect shall also perform such other duties as determined by the president or the board.

**Section 3 President-Nominee.** The president-nominee shall prepare for his/her year as president, attending President-Elect Training Seminar (PETS) and other training as provided by District 6490. The president-nominee shall perform such duties as may be determined by the president or the board.

**Section 4 Secretary.** The secretary shall take and keep the minutes of the meetings of the board and upload a copy of the minutes for club member access within 30 days of their approval by the board; shall submit required reports to Rotary International and District 6490 as required/requested and shall perform such other duties as determined by the president or the board. The secretary may appoint assistants and delegate to such assistants duties of the secretary as he/she sees fit.

**Section 5 Treasurer.** The treasurer shall have custody of all club funds. He/she shall collect club dues and special assessments; shall develop and present the annual club budget at the May meeting of the Board; and shall submit an accounting of club funds to the club membership annually and to the Board monthly. He/she shall also perform such other duties as determined by the president or the board. The treasurer may appoint assistants and delegate to such assistants duties of the treasurer as he/she sees fit.

**Section 6 Historian.** The historian shall have custody of all historical records and shall maintain any archives of the club. They shall retain and organize newspaper articles, photographs and other significant materials concerning the history of the club and its activities.

**Section 7 Sergeant-at-Arms.** The sergeant-at-arms shall perform such duties as are usually prescribed to such office. The sergeant-at-arms shall also perform such additional duties as are determined by the president or the board.

**Section 8 Immediate Past President.** The immediate past president shall provide advice to the president as requested and shall serve as the chair of the membership committee of the club.

## **Article 5 Meetings**

**Section 1 Annual Meeting.** The annual meeting of the members of the club shall be held in December on a regular meeting date designated by the Board. The Board shall decide at its October meeting which regular December club meetings shall be designated as the meetings at

which (a) the Nominating Committee shall present its report and place into nomination its slate of officers and directors and (b) the members of the club shall hold their annual meeting.

**Section 2 Regular Club Meetings.** The regular meetings of the club's members will be held weekly on Wednesdays beginning at 12:00 noon. Due notice of any changes in or the cancellation of any regular meeting shall be determined by the Board and shall be given to all club members.

**Section 3 Board Meetings.** Regular meetings of the Board shall be held monthly at a time and place designated by the President. 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.

## **Article 6 Fees and Dues**

**Section 1 Admission Fee.** The payment of an admission fee shall be required of all new club members. The amount of the admission fee shall be established by the board and shall be paid by each new club member.

**Section 2 Annual Membership Dues.** Annual membership dues shall be determined by the Board at or before its May meeting. The payment of annual membership dues shall be required of all club members, due to the treasurer by June 30 each year. If dues are not paid by June 30, the member may be suspended (temporarily terminated) for up to 30 days pending receipt of dues. Annual dues shall include components to pay for each member's subscription to Rotary magazine, RI dues, District 6490 dues, an annual Champaign West Rotary Charities, Inc. contribution in such amount as is designated by the board, and any other required fees established by the board.

## **Article 7 Voting**

The business of the club shall be transacted by voice votes, unless a director (at any Board meeting) or any club member (at any club meeting) request a secret written ballot on a specific matter in which case a secret ballot shall be conducted if approved by a majority of those present at such meeting.

## **Article 8 Committees**

**Section 1 Club 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. 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. It is intended that sub-committees will be developed

as needed for specific purposes and projects. Per the prescribed Club Constitution, standing committees should be appointed as follows:

**Club Administration:** This committee should conduct activities associated with the effective operation of the club. The board shall act as this committee.

**Membership:** This committee should develop and implement a comprehensive plan for the recruitment, development, and retention of members. The immediate past president shall chair this committee.

**Public Image:** 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 Rotary Foundation:** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

**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. Sub-committees of the Service Projects committee are the Community Service committee, the International Service committee, the Vocational Service committee, and the Youth Service committee.

Additional ad hoc committees may be appointed as needed. 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.

**Section 2** The president is an ex-officio member of all standing and ad hoc committees

**Section 3** 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 on all committee activities.

**Section 4** Each committee shall transact such business as is assigned to it by these bylaws, by the president, and such additional business as may be referred to it by the board.

## **Article 9 Finances**

**Section 1 Budget.** At the May meeting of each year, the board shall adopt a budget of estimated income and expenses which shall have been prepared and presented by the treasurer for the next fiscal year, and which, having been approved by the board, shall stand as the limit of expenditures for the respective purposes of the club unless otherwise approved by action of the board.

**Section 2 Depository.** The treasurer shall deposit all club funds in a bank or banks selected by the Board. The treasurer may invest club funds only at the direction and with the express approval of the board.

**Section 3 Checks.** All bills shall be paid by check, signed by the treasurer. Unbudgeted expenses shall be approved by the board prior to payment.

**Section 4 Annual Financial Review.** A review of all the club's financial transactions shall be conducted annually following the close of the club's fiscal year on June 30th of each year by a qualified person, designated by the president-nominee for the year being reviewed (eg. the newly installed president-elect).

**Section 5 Bond.** Officers having charge or control of club funds shall give such bonds as may be required by the board for the safe custody of club funds. The cost of any such bonds shall be borne by the club.

**Section 6 Fiscal Year.** The fiscal year of the club shall coincide with the year as defined in Article I of these By-Laws. The payment of per capita member dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of club membership on those dates.

## **Article 10 Engagement**

As allowed by Article 10, Section 7 of the RI Prescribed Club Constitution (Manual of Procedure 2022), Article 10 Section 1 of the RI Prescribed Constitution is superseded by Article 10 Section 1 (below) and Article 10 Section 5 of the RI Prescribed Constitution is superseded by Article 10 Section 2 (below). The Board shall develop a policy on what constitutes Engagement credit and review it from time to time.

**Section 1 General Provisions.** Each member should be engaged in this club by attending this club's regular meetings and participating in service projects, other events and activities. For all engagement considerations, a member should apply judgment and the 4-way test as to whether they meet the provision. A member shall be counted as attending a regular meeting if the member is present in person, or using an online connection, from the bell sounding until at least the speaker introduction has begun. Engagement can also be demonstrated as listed below. The standard for engagement is at least 12 engagement activities in each half of the Rotary Year. Engagement credits can be earned by any of the following, and applied to each half of the Rotary Year within 180 days of the participation:

- a. attend a club committee or Board meeting, service project, or social event,
- b. attend a meeting, service project, or social event of another club,
- c. attend a meeting, service project or social event of a Rotaract or Interact club,
- d. attend a committee meeting or event sponsored by a district, zone, Rotary International, another Rotary entity (such as Rotary Leadership Institute, for example), or the Rotary Foundation,
- e. be present at the announced time and place of any of the above but for whatever reason, the meeting or event moved or was cancelled,
- f. participate through a club website in an interactive activity requiring an average of 30 minutes of participation,

- g. contribute to an ongoing project or activity for this club, another club, a Rotaract or Interact club, Champaign West Rotary Charities, a district, Rotary International, another Rotary entity (such as Zone or Rotary Leadership Institute, for example) or the Rotary Foundation for at least 30 minutes.

**Section 2 Excused Absences.** A member's absence shall be excused if:

- a. Leave of Absence. The board approves it for reasons, conditions, and circumstances it considers good and sufficient. Such excused absences shall not last longer than 12 months. However, if a leave is taken for medical reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the board may extend it beyond the original 12 months<sup>†</sup>.
- b. Rule of 85. The sum of the member's age and years of membership in one or more clubs is 85 years or more, the member has notified the club secretary in writing of a desire to be excused from attendance, and only these requirements are taken into consideration.

## **Article 11 Membership**

As allowed by Article 8 Section 7 of the RI Prescribed Club Constitution (Manual of Procedure 2022), Article 8 Sections 2 and 5 of the RI Prescribed Club Constitution are superseded Sections 1 and 2, below, respectively.

**Section 1 Types.** This club shall have Active and Honorary memberships. The Board may create other types of memberships as it deems appropriate, with varying dues/fees as appropriate.

**Section 2 Dual Membership.** No person shall simultaneously hold active membership in this and another club other than a satellite of this club or a Rotaract club. No person shall simultaneously be a member and an honorary member in this club.

## **Article 12 Duration of Membership**

As allowed by Article 13 Section 4 of the RI Prescribed Club Constitution (Manual of Procedure 2022), Article 13 Section 4 of the RI Prescribed Constitution is superseded by the following:

### **Section 1 Termination Non-participation.**

- (a) Engagement. A member shall be engaged in club/Rotary activities at least 12 times in each half of the Rotary Year. If a member fails to participate as required, the member's membership may be subject to termination unless the board consents to such non-participation for good cause.

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<sup>†</sup> Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the 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 authorized under the provisions of the Constitution is not computed in the attendance record of the club.

## **Article 13 Admission of New Members**

**Section 1 Proposal of New Member.** The name of a prospective member, proposed by an active member of the club (sponsor), shall be submitted to the board in writing. 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 Board Action.** The Board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the sponsor, through the Membership Committee, of its decision.

**Section 3 Objections.** After approval by the Board, the name of the proposed new member shall be published to the club. 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 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 more than two (2) negative votes are cast, the proposal is rejected, and the president communicates the decision to the sponsor. If approved despite the objection, the proposed member shall be considered to be elected to membership.

**Section 4 Orientation and Induction.** Following the election, a representative of the Membership Committee shall meet with the member-elect and discuss the obligations of club membership. The Membership Committee shall then arrange for the member-elect's induction. The Secretary will report the new member information to RI.

**Section 5 Honorary Members.** The club may elect, in accordance with the Constitution, honorary members proposed by the Board.

## **Article 14 Resolutions**

No resolution or motion to commit the club on any matter shall be considered by the club until it has been considered by the Board. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

## **Article 15 Amendments**

These Bylaws may be amended at any regular club meeting, a quorum being present, by a two-thirds (2/3) vote of the club members present. However, no proposed amendment to these Bylaws shall be considered by the club until (a) the Board has first considered the proposed amendment at a regular or special Board meeting and has then subsequently offered its recommendation concerning the proposed Bylaws amendment to the membership prior to the vote being taken and (b) notice of such proposed Bylaws amendment shall have been emailed to each member at least twenty-one (21) days before such meeting. Changes to these bylaws must be consistent with the prescribed Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.