

Article 1 Definitions

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

Article 2 Board

The governing body of this club shall be the board consisting of twelve members of this club, namely, six directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect, first vice-president, second vice-president, secretary/ treasurer, and the immediate past president. In the event that the office of secretary/treasurer should be separated, the board will then consist of thirteen members. A quorum shall be considered a majority of voting board members.

Other past presidents are encouraged to attend the board meetings but shall not be considered voting members of the board.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting a minimum of two months prior to the meeting for election of local board members, the presiding officers shall ask for nominations by members of the club for two directors. The nominations may be presented by letter, e-mail or verbal communication to any officer or present board member. The nominations duly made shall be placed on a ballot in alphabetical order and shall be voted for at the third regular meeting in April. The positions of president, president elect, and 1st vice-president shall be in rotation from the previous positions held and then move through the progressive chairs. The rotation shall take place the first day of July. The secretary/treasurer position is an appointed position and is open in term until resignation or termination from the sitting board. The present second vice president shall nominate from the existing board a member to take the position of second vice for the upcoming year with nominees' acceptance. The board shall vote on and approve the nomination. The two candidates for director receiving a majority of the votes shall be declared elected as directors for a period of three years. The offices of President, President elect, first-vice president and second vice president shall serve in their prospective offices for the year commencing on the first day of July following the election, and shall continue to assume office as noted in rotation, on the first day of July immediately following that year.

Section 2 – The new officers and newly elected directors, together with the four previously elected directors and the immediate past president shall constitute the board. Within one month after their election, the first vice president shall appoint members of the club to act as chairmen of the designated committees. The committee information and any other changes shall be submitted to the printers of the Defiance Rotary Club directory for updates and publishing.

Section 3 – A vacancy in the board or any office shall be filled by review of the election of board members in the term of the vacancy board member. The member that received the next highest number of votes for the same election shall be offered the board position, if the member is willing to assume the position. If the member is not interested, a replacement will require action of the remaining directors to secure a replacement.

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If the end of the term is within 6 months of the end of the term, the position may be left open until the annual election of board members.

Section 4 – A vacancy in the position of any officer/officer elect or director/director elect shall be filled by action of the remaining directors upon review of the immediate prior election and the person whom received the next highest votes shall be offered the **vacant** position. This format shall continue until all vacancies have been filled.

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 serve as a director and to perform such other duties as may be prescribed by the president or the board. 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.

The president elect is designated the chairman of the major fundraiser campaign of the Defiance Rotary Club.

Section 3 – *1st Vice-President*. It shall be the duty of the 1st vice president to be the program chairman and appoint from the members the program schedules. The 1st vice president shall also be responsible to insure the accuracy of the membership directory and appoint chairmen to the existing or new committees

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 January 1 and July 1 of each year, and prorated reports on October 1 and April 1 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 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.

Section 6 – *2nd Vice President*. The duties of the 2nd Vice President shall be communicated with through news letter to keep the membership informed of the Board of director's activities and other duties as may be prescribed by the president or the board.

Article 5 Meetings

Section 1 – *Annual Meetings*.

A). An annual meeting for the election of Officers and Directors of this club shall be held on or before February 28 of each year.

B). An annual meeting for the election of Directors of this club shall be held on or before March 31 of each year.

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Section 2 – The regular weekly meetings of this club shall be held on Monday at 12:05PM. 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 fifty (50) 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 September through June. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of at least two (2) directors, due notice having been given.

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

Article 6 Donations

Section 1- Any requests for donations shall be considered, voted upon or tabled in a timely fashion.

Section 2- The minimum criteria for consideration of donation requests shall be as follows:

Properly completed and timely submitted application

Requested funds shall be for non-profit agencies/foundations.

Diversity and maximum benefit for projects that relate to Rotary's four avenues of service-club, community, vocational and international.

No applications for political candidates, issues, causes or PAC's (political action committee) will be considered.

Projects that require future funding may be considered on a case by case basis.

Article 7 Fees and Dues

Section 1 – The admission fee shall be \$100.00. The new member will have this amount added to his/her 1st quarterly dues.

Section 2 – The membership dues shall be set by the Board of Directors, payable quarterly with the understanding that a portion of each quarterly payment shall be applied to each member's subscription to the RI official magazine, meals and assessments authorized by the board.

Article 8 Method of Voting

The business of this club shall be transacted by *viva voce** vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent).

Article 9 Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

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They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article 10 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four 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 multiple years to ensure consistency. The first Vice President 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:

- **Membership**
This committee should develop and implement a comprehensive plan for the recruitment 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.
- **Club Administration**
This committee should conduct activities associated with the effective operation of the club.
- **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.
- **The Rotary Foundation**
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional *ad hoc* committees may be appointed as needed.

- (a) The president shall be ex-officio 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.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of

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such optional committees is found in The Club Committee Manual. A club may develop a different committee structure as needed.)

Article 11 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. The service project committee will consider vocational service, community service and international service avenues 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 12 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.

(Note: 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 article 8, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article 13 Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare an operations budget of estimated income and expenditures for the year. Excess funds, as determined by the board, shall be transferred to the affiliated Foundation annually.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board.

Section 3 – All bills shall be paid by the treasurer or other authorized officer.

Section 4 – An annual audit of all financial transactions shall be completed each year by a person or committee approved by the board.

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 July 1 to June 30, and for the collection of members' dues shall be divided into two (4) quarterly periods extending from July 1 to September 30, October 1 to December 31, January 1 to March 31 and from April 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

Article 14 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. The proposing member shall provide the prospective

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member an application form to be filled out and provided to the 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 – The membership committee shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – 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 4 – 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 to the club.

Section 5 – 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 approval, 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 (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will 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.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Section 8 – Types of Membership, by definition:

- 1) Active Full Member – a member with dues that are current and who is fulfilling his/her obligations to the Defiance Rotary Club.
- 2) Honorary Member – a member who has a minimum of 35 years active membership in Rotary and is a minimum of 65 years of age and or a member whose present age is added to active years in Rotary and the total is 100 or more. A Honorary member is welcome to any Rotary function is not responsible for annual dues but is responsible for the cost of there meal of cost of function.

Article 15 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 discussion.

Article 16 Order of Business

ROTARY WEEKLY MEETING AGENDA

Monday's at 12:05 pm

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*at St. Paul's Lutheran Church, 671 Clinton Street.
Refer to the Annual Rotary Directory for scheduled meetings and locations.*

- 12:05 National Anthem
- Prayer
- Meal
- 12:25 Song – Song Committee
- 12:30 50/50 –
- Fines - Fines Committee
- Visiting Rotarian Introductions
- Special Guest Introductions
- 12:30 Student Guest
- Announcements from the Floor
- 12:35 Secretary / Treasurer report
- First Vice President Program Report
- President Elect - Picture fines
- President - Special Remarks
- 12:40 Speaker Introduction.
- 1:00 Pledge of Allegiance.
- Adjourn Meeting.

ROTARY BOARD OF DIRECTORS MEETING AGENDA

Article 17 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a one half vote of all members present, provided that notice of such proposed amendment shall have been mailed or electronically transmitted 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.

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