

Stillwater Rotary Club

Bylaws of the Stillwater Rotary Club

ADOPTED AUGUST 10, 2006

Article 1. Definitions.

As used in these bylaws, unless the context otherwise clearly requires, the words in these bylaws shall have the following meanings:

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. Year: The twelve-month period that begins on 1 July (i.e. fiscal year).
5. RI: Rotary International.
6. District: Rotary International District 5960
7. Club: Stillwater Rotary Club
8. Committee: One of the five standing committees (i.e., Club Administration, Public Relations, Membership, Service Projects or Rotary Foundation).

Article 2. Board.

The governing body of this club shall be the board consisting of nine members of this club, namely, three directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect, vice-president, secretary, treasurer, and the immediate past president.

Article 3. Election of Directors and Officers.

Section 1 – At a regular meeting of the club one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by the nominating committee for president, president-elect, vice-president, secretary, treasurer, club director 1, club director 2 and club director 3. The board shall be the nominating committee unless the club designates a separate nominating committee with respect to any specific election or election year. If it is determined by the club to have a separate nominating committee other than the board, such committee shall be appointed as the club may determine. In addition to any nominations from any nominating committee, any member may make additional nominations from the floor for placement on the ballot at the above stated regular meeting during which nominations are sought. All

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members of the club not already on the ballot shall be placed on the ballot as nominees for the position of club director 3. 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 president, president-elect, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected as directors and shall be declared elected to their respective offices. The candidates for club director 1, club director 2 and club director 3 receiving a majority of the votes shall be declared elected as directors. In the event of ties for the position of any officer or director position, additional ballots shall be placed before the members for vote until a member is duly elected by a majority of the votes. The candidates for each officer or director position so elected shall take office on the first day of July next following the election and each officer or director shall continue in office until a successor assumes office

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board for the next year commencing in the first day of July next following the election. Within one week after their election, the directors-elect shall meet and elect some member(s) of the club to act as sergeant(s)-at-arms-elect. The directors-elect may elect up to three members to each serve as a sergeant-at-arms-elect.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors. Ordinarily, the next officer or director in line of progression provided in Section 5 below shall take the place of the vacated officer or vacated director position. In the event of a vacancy in the position of club director 3, at the option of the board if it so determines, a vacancy for club director 3 may also be filled by means of nominations and ballots described in Section 1 above.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect. Ordinarily, the next officer-elect or director-elect in line of progression provided in Section 5 below shall take the place of the vacated officer-elect or director-elect position. In the event of a vacancy in the position of club director 3-elect, at the option of the board if it so determines, a vacancy for club director 3 may also be filled by means of nominations and ballots described in Section 1 above.

Section 5 – Stillwater Rotary Club has a successful history of electing members to officer and director positions for multiple year commits eventually progressing from the position of director to the office of president. Continuing that tradition, the normal election of a member to the board as club director 3 and that member's eventual progression to the office of president will ordinarily be as follows : year 1 – club director 3; year 2 – club director 2; year 3 – club director 1; year 4 – vice-president (president-nominee); year 5 – president-elect; year 6 – president.

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Article 4. Duties of Officers and Directors.

- Section 1** – *President*. It shall be the duty of the president to serve as a director, to preside at meetings of the club, to preside at meetings of 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 serve as a director and to perform such other duties as may be prescribed by the president or the board. It shall also be the duty of the president-elect to preside at meetings of the club and to preside at meetings of the board in the absence of the president. It shall also be a general duty of the president-elect to prepare for his or her year as president and to take specific further actions with respect thereto as further set forth in these bylaws.
- Section 3** – *Vice-President*. It shall be the duty of the vice-president to serve as a director and to perform other duties as ordinarily pertain to the office of vice-president. The additional duties of the vice-president shall be as may be prescribed by the president or the board. The vice-president shall serve as president-nominee from the time the vice-president is elected as president-elect until the vice-president takes office as president-elect.
- Section 4** – *Secretary*. It shall be the duty of the secretary to serve as a director, 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. The additional duties of the secretary shall be as may be prescribed by the president or the board.
- Section 5** – *Treasurer*. It shall be the duty of the treasurer to serve as a director, 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 pertain 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. The additional duties of the treasurer shall be as may be prescribed by the president or the board.
- Section 6** – *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 or the board. The sergeant-at-arms is an officer but the sergeant-at-arms is not a director. As provided in Article 3, Section 2, there may be up to three sergeants-at-arms.

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Section 7 – Club Directors. It shall be the duty of club director 1, club director 2 and club director 3 to serve as directors. The additional duties of club director 1, club director 2 and club director 3 shall be as may be prescribed by the president or the board.

Section 8 – Immediate Past President. It shall be the duty of the immediate past president to serve as a director. The additional duties of the immediate past president shall be as may be prescribed by the president or the board.

Section 9 – Voting Rights. All members of the board, including the treasurer and secretary, shall be voting members of the board.

Section 10 – District Relations. It shall be the duty of all members of the board to represent the club at district events and meetings as requested by the district.

Article 5. Meetings.

Section 1 – Annual Club Meeting. An annual meeting of this club shall be held on the second Thursday 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 – Regular Weekly Club Meetings. The regular weekly meetings of this club shall be held on Thursday at 11:45 A.M.. 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 sixty (60) 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 – Club Meeting Quorum. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Regular Monthly Board Meetings. Regular meetings of the board shall be held monthly on such day and at such time and place as the board may decide annually or from time to time. 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.

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

Section 6 – District and RI Meetings. Members are strongly encouraged to attend district and RI meetings and conferences which are open to members.

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Article 6. Fees and Dues.

Section 1 – The admission fee for membership shall be such amount prescribed by the board annually or from time to time. The admission fee shall be paid before any applicant can qualify as a member.

Section 2 – The membership dues shall be such amount prescribed by the board annually or from time to time. Membership dues, fees and charges payable by members of the club for all dues and fees herein shall be billed and collected by the club quarterly on the first day of each quarter. Membership dues and fees payable by the club to RI shall be paid by the treasurer to RI semiannually on the first day of July and the first day of January, or as otherwise prescribed by RI, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. Membership dues and fees payable by the club to the district shall be paid by the treasurer to the district annually in July as prescribed by the district or as otherwise prescribed by the district,

Article 7. 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.

Article 8. Four Avenues of Service.

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. 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 9. Committees and Subcommittees.

Club committees and subcommittees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. Committees and subcommittees shall meet at least monthly to conduct business in furtherance of achieving their prescribed goals. 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

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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 by the president or the board. Subcommittees of all standing committees shall be established and reviewed by the president for his or her year. In establishing those subcommittees, the president shall make reference to appropriate RI materials.

- (a) The president shall be an ex officio a member of all standing committees and, as such, shall have all the privileges of membership thereon.
- (b) Each standing 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 standing committees shall not take action until a report has been made and approved by the board.
- (c) Each chair of each standing committee shall be responsible for regular meetings and activities of the standing committee, shall supervise and coordinate the work of the standing committee and shall report to the board on all standing committee activities.

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(d) The chair of each standing committee shall be an ex officio a member of all subcommittees of that standing committee and, as such, shall have all the privileges of membership thereon.

(e) Each subcommittee shall transact its business as is delegated or referred to it by its respective standing committee, the standing committee chair, the president or the board. Except where special authority is given by the board, such subcommittees shall not take action until a report has been made and approved by its respective standing committee and the board.

(f) Each chair of each subcommittee shall be responsible for regular meetings and activities of the subcommittee, shall supervise and coordinate the work of the subcommittee and shall report to its respective standing committee on all subcommittee activities.

Article 10. Duties of Committees and Subcommittees.

The duties of all committees and subcommittees 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 and subcommittee 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. Committees and subcommittees shall meet at least monthly to conduct business in furtherance of executing their prescribed duties and plans. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees and subcommittees, 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. Any member granted such a leave of absence shall not be obligated to pay the meal cost of weekly club meetings during the approved leave of absence but any such member receiving such a leave of absence shall remain obligated to pay all other dues, fees and charges related to membership as such obligations become due as if no leave of absence had been granted by the board.

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Article 12. Finances.

Section 1 – Prior to the beginning of each fiscal year, the board 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall deposit all club funds in a federally insured bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects. The depository bank shall be directed by the treasurer and the board to send all periodic bank statements to the president at the official mailing address of the club. The president shall review each such bank statement.

Section 3 – Except as otherwise provided herein, all bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors. The board may require large bills above a determined amount to be approved by the board as the board may prescribe. The board may allow small bills below a determined amount to be paid by the treasurer without approval by the board, other officers or other directors as the board may prescribe.

Section 4 – A thorough review of all financial transactions by a qualified person other than the treasurer shall be made once each year in June. Additional or more frequent financial reviews may be prescribed by the board but are not required. The financial review is not required to be a formal audit unless specifically required by the board. The thoroughness of the review and the sufficiency of the independent reviewer's qualifications shall be determined and approved annually by the board. Such annual independent financial review requirements and determinations by the board shall be memorialized by means of a letter or memorandum of engagement from the president on behalf of the board to the reviewer in advance of the review, a copy of which said letter or memorandum shall be provided to the treasurer in advance of the review.

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 1 July to 30 June. The collection of members' dues shall be quarterly as further set forth in Article 6, Section 2. The semi-annual payment of per capita RI dues and RI official magazine subscriptions shall be made to RI on 1 July and 1 January of each year on the basis of the membership of the club on those dates as further set forth in Article 6, Section 2. The annual payment of membership dues to the district shall be made to the district in July of each year as further set forth in Article 6, Section 2.

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Article 13. 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. 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 board 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 payment of the admission fee (if not honorary membership), as prescribed in these bylaws, 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.

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. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

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Article 15. Order of Business.

1. Call To Order
2. Welcome To All In Attendance
3. Invocation
4. Pledge Of Allegiance
5. Patriotic Song
6. Four Way Test
7. Attendance / Fellowship / Introductions
8. Announcements And Rotary Information
9. Club Business, Reports And Inductions / Presentations (If Any)
10. Sergeant-At-Arms
11. Excuse Scooters
12. Program Introduction
13. Thank You And Memento To Speaker
14. Adjournment

Article 16. 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 notice of such proposed amendment shall have been mailed 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.

These Stillwater Rotary Club Bylaws replace, supersede and amend any prior Stillwater Rotary Club Bylaws in their entirety.