

# BY-LAWS OF THE ROTARY CLUB OF MENOMONIE

## 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.
6. Club: Rotary Club of Menomonie
7. Good standing a member current on dues payment with at least 50% attendance the prior 12 months.

## ARTICLE 2 OFFICERS AND BOARD OF DIRECTORS

- Section 1** The governing body of this Club shall be the Board, consisting of the President, Vice President, Treasurer, Secretary, Directors A, B, and Immediate Past President. (2012)
- Section 2** The officers of this Club shall be the President, Vice President, Secretary, Treasurer, Immediate Past President, and Club Youth Protection Officer (CYPO) (2009)
- Section 3** The offices of President, Vice President, Immediate Past President, Directors A, and B shall be for a term of one year
- Section 4** The offices of Secretary, and Treasurer shall be appointive offices, with voting privileges, for a term of one year, with appointments made by the President with Board approval, and may be reappointed.
- Section 5** At the discretion of the board, a midterm vacancy of the Board (except for the position of Immediate Past President), shall be filled by having all Board positions lower than the vacated position advance to the next office according to the advancement in office plan (Article 3, Section 1). A midterm election for Director B shall be conducted as soon as candidates have been identified. (2012)
- Section 6** The office of Club Youth Protection Officer (CYPO) shall be an appointive office without voting privileges for a term of one year, with appointment made by the President with Board approval, and may be reappointed (2009)
- Section 7** The office of Sergeant at Arms, shall be an appointive office without voting privileges for a term of one year, with appointment made by the President with Board approval, and may be reappointed.

**ARTICLE 3**  
**ELECTION OF DIRECTORS AND OFFICERS**

- Section 1** Each year an election shall be held to elect Director B, who then shall advance automatically (each year) in office in the following order: Director B, Director A, Vice President, President, and Immediate Past president. (2012)
- Section 2** The election shall be held at the Annual Meeting. (See Article 5, Section 1)
- Section 2** Prior to February 1, the Board of Directors shall act as a nominating committee and prepare a list of nominees for the position of Director B. Any member submitted as a nominee for director should be a member in good standing.
- Section 3** The term of office for the Board shall commence on July 1.
- Section 4** The President shall call for nominations from the floor for the office of Director B and these names shall be placed on the ballot with the names submitted by the Nominating Committee. (2012)
- Section 5** The election of Director B shall be by plurality vote. (2012)
- Section 6** In the event of a tie vote for Director B, the Election shall be decided by lot. (2012)
- Section 7** The Board shall have the right, after careful consideration, to remove from office any member serving on the Board or as an officer of this Club. Such removal shall only be done in the most serious of circumstances such as dereliction of duties, misuse of funds, or other conduct that would bring discredit upon this Club or RI. Removal from office shall require a two-thirds majority vote of the Board to become effective. (2010)

**ARTICLE 4**  
**DUTIES OF OFFICERS**

- Section 1** **President.** It shall be the duty of the President to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertains to the office.
- Section 2** **Vice President.** It shall be the duty of the Vice President to preside at meetings of the Club and Board in the absence of the President. The Vice President shall review the By-Laws and Policies and Procedures, annually or more frequently as may be necessary, making recommendations for updates and changes to the Board. (2010)
- Section 3** **Secretary.** It shall be the duty of the Secretary to keep the records of membership; record the attendance at meetings; send out notices of meetings of the Club, Board and Committees; record and preserve the minutes of such meetings; make the required reports to RI, including the semiannual reports of membership – which shall be made to the General Secretary of Rotary International on January 1<sup>st</sup> and July 1<sup>st</sup> of each year, the report of changes in membership – which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the Club meetings – which shall be made to the District Governor immediately following the last meeting of the month; collect and remit to Rotary International subscriptions to the official RI magazine; and perform such other duties as usually pertain to the office.

**Section 4** **Treasurer.** It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Board and to perform such other duties as pertain to the office. 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 5** **Club Youth Protection Officer (CYPO).** It shall be the duty of the CYPO to insure that the club is in compliance with all youth protection policies of RI and District 6250.

#### **ARTICLE 5** **MEETINGS**

**Section 1** The Club's Annual Meeting shall be held in February of each year, at which time the election of Director B to serve the ensuing year shall take place. Other pertinent business may be introduced by the Board and the Club. (f2012)

**Section 2** The regular weekly meeting of this Club shall be held on Wednesdays at 12:00 noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club pursuant to Article 6, Section 1 of the Club's Constitution.

**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 are set by the President when he/she takes office; the times will be posted in the weekly bulletin. Special meetings of the Board shall be called by the President whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

**Section 5** A majority of the Board Members shall constitute a quorum of the Board.

#### **ARTICLE 6** **FEES AND DUES**

The membership dues shall be set by the Board per annum, payable within 30 days of receiving a statement or invoice, with the understanding that a portion of each payment shall be applied to each member's subscription to the official Rotary magazine, Rotary Dues, District Assessment, Meals, Local Dues, and the Rotary Foundation.

#### **ARTICLE 7** **METHOD OF VOTING**

**Section 1** The business of this Club shall be transacted by voice vote except for the election of Director B which shall be by ballot. (2012)

**Section 2** The Board may determine that a specific resolution be considered by ballot rather than voice vote. (2010)

**ARTICLE 8**  
**COMMITTEES**

**Section 1** The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This club will be active in each of the Avenues of Service. (2012)

There shall be the following standing committees:

Club Service Committee  
International Service Committee  
Community Service Committee  
Vocational Service Committee

**Section 2** The committees shall be chaired by a director as follows:

Director A Club Service and Vocational Service Committee  
Director B International Service and Community Service committee (2012)

**Section 3** Each standing committee shall be composed of special committees to expedite the purpose of the said standing committee.

**Section 4** The incoming President, prior to taking office, shall appoint members to the Committees, subject to the approval of the Board.

**Section 5** The President and/or Vice President shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership thereon.

**Section 6** Each committee shall transact such business as is delegated to it in the By-Laws 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 committee shall not take action until a report has been made to the Board and approved by the Board.

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**ARTICLE 9**  
**DUTIES OF COMMITTEES**

**Section 1** Club Service Committee. This committee, through special committees, shall devise and carry out plans that will guide and assist the members of this club in discharging their responsibilities relating to Club Service. Director A shall be responsible for the Club Service committee activities of the Club.

**Section 2** International Service Committee. This committee, through special committees, shall devise and carry out plans that will guide and assist the members of this club in discharging their responsibilities relating to International Service. Director B shall be responsible for the International Service activities of the Club.

**Section 3** Community Service Committee. This committee, through special committees, shall devise and carry out plans that will guide and assist the members of this club in discharging their responsibilities relating to service within our community. Director C shall be responsible for the Community Service activities of the Club.

**Section 4** Vocational Service Committee. This committee, through special committees, shall devise and carry out plans which will guide and assist the members of this club in discharging their responsibilities relating to service to the vocations. Director D shall be responsible for the Vocational Service activities of the Club.

**Section 5** The special committees may be added to, deleted, combined and/or modified as the Club's needs require, with Board approval, without the need to amend these By-Laws.

#### **ARTICLE 10** **LEAVE OF ABSENCE**

**Section 1** Upon written application to the Board, setting forth good and sufficient cause, the Board may grant a member a leave of absence, for a specified length of time, excusing the member from attending Club meetings.

**Section 2** Leaves of absence are granted in three-month blocks of time or whole multiples thereof (i.e. 6, 9, 12). The Board may approve the initial request for a leave to coincide with the last day of the calendar quarter following the quarter the leave is approved. No leave of absence may be granted for less than three months of time. Extensions of a leave of absence time may be granted, with Board approval. The leave will be capped at one year. (2012)

(Note: Such a leave of absence operates to prevent a forfeiture of membership; it does not operate to give the Club credits 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 9 of the Club's Constitution is not computed in the attendance record of the Club. A member granted a leave of absence is required to pay the quarterly dues, as determined by the Board, but is not required to pay for meals missed.)

#### **ARTICLE 11** **FINANCES**

**Section 1** The Treasurer, or a designated Board member, shall deposit all funds of the Club in a financial institution to be named by the Board.

**Section 2** All bills shall be paid by checks issued from an invoice or by Board action. Invoices for budgeted bills are considered Board approved and may be paid by the Treasurer without further Board action. Invoices for non-budgeted bills require Board approval. To facilitate their timely payment, invoices for non-budgeted bills under an amount approved by the Board may be paid, at the discretion of the Treasurer and reported to the Board at its next meeting. Invoices for non-budgeted bills over the amount approved by the Board must have prior Board approval and must be initialed by a Board member before they are paid.

**Section 3** Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club; cost of the bond shall be borne by the Club.

**Section 4** The fiscal year of this Club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>, and for the collection of a member's dues, shall be divided into four (4) quarterly periods extending from July 1<sup>st</sup> to September 30<sup>th</sup>, October 1<sup>st</sup> to December 31<sup>st</sup>, January 1<sup>st</sup> to March 31<sup>st</sup>, and from April 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> of each year on the basis of the membership of the Club on those dates.

(Note: Magazine subscriptions for members joining during a quarterly period are payable upon invoice from the Club Treasurer.)

**Section 5** Prior to the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by the Board.

## ARTICLE 12 METHOD OF ELECTING MEMBERS

**Section 1** The name of the prospective member may be proposed by any active Member and 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 for the time being shall be kept confidential except as otherwise provided in this procedure.

**Section 2** The Board shall ensure that the prospective member meets all the classification and membership requirements of the Club's Constitution.

**Section 3** The Board shall approve or disapprove the proposal within thirty days of its submission and shall notify the proposer, through its 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 the privileges and responsibilities of membership (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name 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 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, the Board shall vote on this matter at its next meeting. If approved despite the objection, the prospective member shall be considered to be elected to membership.

**Section 6** Should a written objection to a proposed member be received by the Board, this correspondence and the author shall be kept confidential and disseminated only on a need to know basis.

**Section 7** Following the election, the Vice President shall arrange for the new member's induction, issue a membership certificate, and new member Rotary literature. In addition, the Secretary, will report the new member information to RI and the Vice President will assign a mentor to assist the new member's assimilation to the club as well as assign the new member to a club committee.

**ARTICLE 13**  
**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 14**  
**ORDER OF BUSINESS**

The order of business for our Club meetings will be:

Meeting Called to Order.  
Introduction of Guests.  
Correspondence, Announcements, and Rotary information.  
Committee reports if any.  
Unfinished Business.  
New Business.  
**Program**  
Adjournment.

(Note: Reasonable modifications in the above order of business may be required from time to time and may be made at the discretion of the President or the Board of Directors without further amendment to these By-Laws.

**ARTICLE 15**  
**AMENDMENTS**

These By-Laws may be amended at any regular meeting, a quorum being present, by a two-thirds majority vote of all members present, provided that notice of such proposed amendment shall have been mailed or e-mailed to each member at least ten days before such meeting. No amendments or additions to these By-Laws can be made which is not in harmony with the Club's Constitution and with the Constitution and By-Laws of RI.

**These By-Laws were amended May 2012**