

Bylaws of the Rotary Club of Duluth

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Article I: Election of Directors and Officers

Section 1 – Procedure – At a regular meeting one month before the meeting for election of officers, the presiding officer shall have presented the slate of candidates prepared by the nominating committee and shall ask for additional nominations by members of the club for president, vice-president/president elect, secretary/treasurer, and three members of the board of directors. 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, vice-president/president elect, secretary/treasurer, and directors receiving a majority of the votes shall be declared elected to their respective offices.

Section 2 – Sergeant-at-Arms – The chairperson of the sergeant-at-arms committee shall serve, ex officio, as sergeant-at-arms.

Section 3 – Vacancy--Current Board or Office – A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 4 – Vacancy--Future Board or Office – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

Article II: Board of Directors

Section 1 – Directors – The governing body of this club shall be the board of directors consisting of ten members of this club, namely, six directors elected in accordance with these bylaws and the president, the vice-president/president-elect, the secretary/treasurer, and the immediate past-president.

Article III: 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 pertain to the office of president.

Section 2 – Vice-President/President Elect – It shall be the duty of the vice-president/president elect to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice-president/president elect or as may be prescribed by the president or board.

Section 3 – Immediate Past President – It shall be the duty of the immediate past president to chair the past presidents committee and the nominating committee and to provide counsel and advice to the president.

Section 4 – Secretary/Treasurer – It shall be the duty of the secretary/treasurer to maintain 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 RI on the first day of January and first day of July of each year, and including prorated reports to the general secretary on the first day of October and first day of 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, the report of changes in membership, which shall be made to the general secretary of RI, 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 RI subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office of secretary/treasurer. It shall also be the duty of the secretary/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 of secretary/treasurer. Upon retirement from office, the secretary/treasurer shall turn over to the incoming secretary/treasurer or to the president all funds, books of accounts or any other club property.

Section 5 – Sergeant-at-Arms – The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

Article IV: Meetings

Section 1 – Annual Meeting – An annual meeting of this club shall be on the first Thursday in 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 Meetings – (a) The Rotary Club of Duluth shall hold a regular meeting once each week at noon on Thursday. Due notice of any changes or canceling of the regular meeting shall be given to all members of the club. All members, excepting honorary members (or members excused by the board of directors of this club, pursuant to Article VIII, section 2(b) 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 presence 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 VIII, section 1.

Section 3 – Quorum – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Board Meetings – Regular meetings of the board shall be held on the third Wednesday of each month. Special meetings of the board shall be called by the

president, whenever deemed necessary, or upon request of two (2) members of the board, due notice having been given.

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

Article V: Fees and Dues

Section 1 – Admission Fee – An admission fee as determined by action of the board of directors shall be paid before an applicant can qualify as a member.

Section 2 – Annual Dues – Membership dues shall be determined by action of the board of directors and shall be payable quarterly on the first day of July, October, January and April. The requisite amount of the annual dues payment shall be applied to each member's subscription to THE ROTARIAN magazine.

Article VI: Method of Voting

Except when otherwise determined by the board or by majority vote of the members present and voting, the business of this club may be transacted by voice vote.

Article VII: Committees

Section 1 – Establishment – (a) The president shall, subject to the approval of the board, appoint committees responsible for club service, community service, international service, and vocational service. (b) The president may, subject to the approval of the board, appoint such additional committees as are deemed appropriate to implement the goals and objectives of the club, including, but not limited to, particular phases of club service, vocational service, community service and international service. All such committees shall receive a written charge of duties and responsibilities from the president and/or board.

Section 2 – Membership – (a) Membership in committees (except the past presidents committee and the nomination committee) shall consist of voting and non-voting members. Voting members shall be appointed by the president subject to the approval of the board. Except as noted above, each member of the club not appointed a voting member of a committee, shall be a non-voting member of the committee. (b) Membership of the past presidents committee shall consist of all past presidents who are members of the club and each shall be a voting member. (c) The membership of the nominating committee shall consist of the seven most recent past presidents, the president and the vice president/president elect and each shall be a voting member. The committee shall be chaired by the most immediate past president. (d) The membership of the personnel committee shall be the president, the last three active past presidents, the vice president/president elect, the secretary/treasurer, the secretary/treasurer elect, the chair of the budget and finance committee, and the vice chair of the budget and finance

committee. The committee shall be chaired by the immediate past president. (e) Except as noted above, committee chairs shall be appointed by the president, and committee vice chairs shall be appointed by the vice president/president elect. (f) The officers of the club (except the sergeant-at-arms) shall be ex-officio members of all committees and, as such, shall have all the privileges of membership thereon except only the most senior officer present shall have the privilege of voting. For the purpose of this provision, the president shall be most senior, the vice president/president elect second in seniority, and the secretary/treasurer third. (e) While all appointments to committees shall be annual, where feasible and practicable, there should be provision for continuity of membership by reappointment of members for several successive terms.

Section 3 – Duties and Operations – (a) Each committee shall transact such business as may be referred to it by the president or the board or that it initiates on its own. Each committee shall report to the board through an officer or board member as follows: the past presidents committee, personnel committee, and the nominating committee shall report to the board through the president, the program committee shall report through the vice president/president elect, the budget and finance committee shall report through the secretary/treasurer, and all other committees shall be assigned to and report through one of the elected board members as determined by the president subject to the approval of the board. (b) Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board. (c) Committees may establish subcommittees to carry out specific tasks within the scope of overall committee responsibility, but such tasks shall remain within the scope of responsibility of the committee. Such subcommittees shall be appointed by the chairperson of the committee and may include volunteer members of the club from outside the membership of the committee. (d) Any member of the club may attend any meeting of committees and subcommittees and may speak upon recognition by the presiding officer; however, only duly appointed voting members of committees and subcommittees are entitled to present motions and vote on matters before a committee.

Article VIII: Leave of Absence

Upon written application 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 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 member on leave must be recorded as absent, except that the absence authorized under the provision of Article VIII, section 2 (b) of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article IX: Finances

Section 1 – Deposit Account – The treasurer shall deposit all funds of the club in some financial institution to be named by the board.

Section 2 – Disbursements – All bills shall be paid only by checks signed by any two of the individuals authorized to sign checks, who shall include the president, vice president/president elect, secretary/treasurer, and executive director. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 3 – Bonding – Officials 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 bond to be borne by the club.

Section 4 – Fiscal Year – The fiscal year of this club shall extend from July 1 through June 30, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1 through December 31 and from January 1 through June 30. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

Section 5 – Annual Budget – At 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 action of the board.

Section 6 – Financial Disclosure – The complete financial condition of the club shall be fully disclosed to any member upon request.

Article X: Method of Electing Members

Section 1 – Proposal – 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 for 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 – Review – The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution. This shall be accomplished by referring the proposal to the classification and membership committee to insure that classification and membership requirements are met.

Section 3 – Action – 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 – Notice – 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 (if active membership) to be published to the club.

Section 5 – Election – 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 deemed to be elected to membership. If any such objection has been filed with the board, the board shall consider and vote on whether to approve or disapprove membership of the prospective member 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 elected to membership.

Section 6 – Induction – Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member.

Section 7 – Term of Membership – The term of membership of an active member shall be continuous so long as the member remains in good standing within the club. The term of membership of honorary members shall be from the date of election until the June 30 next following election to membership, except that honorary membership may be terminated for just cause at any time by action of the board. In June of each year the board shall review the membership of each honorary member to determine if such honorary membership shall be renewed or allowed to expire at the end of the term. The secretary/treasurer shall notify each honorary member in writing on or before June 30 as to the decision of the board.

Article XI: Resolutions

No resolution or motion to commit this 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 XII: Order of Business

The order of business for each meeting of the club shall be determined by the presiding officer and generally shall include:

Lunch.

Call to order.

National Anthem.

Invocation.

Fellowship Report, including introduction of visiting Rotarians and Guests.

Correspondence and announcements.

Committee reports if any.

Program of the day.

Adjournment.

Article XIII: 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 or published in *The Gimlet* at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.