

Bylaws of the Chippewa Falls Rotary Club
Chippewa Falls, Wisconsin
Adopted July 10, 2012

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 1 July.

Article 2 Board Membership

The governing body of this club shall be the board consisting of members of this club, namely, the president, president-elect, vice-president/secretary, treasurer, immediate past president executive secretary and six at large members who serve as committee chairs.

Article 3 Election of Directors and Officers

Section 3.1 -- Annual Election. There shall be an annual election for the position of Vice President/Secretary as follows: Prior to December 31 the existing Board of Directors shall act as a nominating committee and prepare a list of nominees for the position of vice-president/secretary. This nomination list shall be presented to the membership prior to December 31 of each year. The members may make additional nominations. Any member submitted as a nominee for the office of vice-president/secretary should be a member in good standing who has served at least one year as a director for the Chippewa Falls Rotary Club.

Section 3.2 - The candidate for vice-president/secretary receiving a majority of the votes cast shall be declared elected. The candidate for vice-president/secretary elected in such balloting shall be the vice-president/secretary and serve as a director for the year commencing on July 1 following the election, and shall assume office as president-elect on July 1 immediately following that year. The president-elect shall take the title of president on July 1 of the year proceeding taking office as president-elect. The members at-large will be elected to a term of three years and may be elected for no more than two consecutive terms. The officers and directors, so elected, together with the immediate past president shall constitute the board.

Section 3.3 — A vacancy in the board or any office shall be filled by action of the remaining directors. Any member submitted as a nominee for director should be a member in good standing and should have been a part of the Chippewa Falls Rotary Club for at least 6 months

prior to being nominated. If a vote is required the nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted on prior to December 31 by the club membership.

Section 3.4 — A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 4 Duties of Officers

Section 4.1 — *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 pertain to the office of president.

Section 4.2 — *President-elect*. 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 pertain to the office of vice-president.

Section 4.3 — *Vice-President/Secretary*. It shall be the duty of the vice-president/secretary to serve as a director and to perform such other duties as may be prescribed by the president or the board.

In the absence of the executive secretary duties include keeping membership records; recording attendance at meetings; sending out notices of club, board, and committee meetings; recording and preserving the minutes of such meetings.

Section 4.5 — *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 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.

Section 4.6 — *Executive Secretary*. It shall be the duty of the executive secretary to keep membership records, record attendance at meetings, send out notices of club, board, and committee meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of July or January semiannual reporting period; report changes in membership; provide 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 executive secretary.

Article 5 Meetings

Section 5.1 — *Annual Meeting.* An annual meeting of this club shall be held on or near the last Tuesday of June in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 5.2 — The regular weekly meetings of this club shall be held on Tuesday at noon. 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 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 9, sections 1 and 2.

Section 5.3 — One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 5.4 — Regular meetings of the board shall be held on the first Tuesday of each month. 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 5.5 — A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 6.1- The membership dues approved by the board shall be payable quarterly on the first day of January, April, July and of October with the understanding that a portion of each payment shall be applied to each member's subscription to the RI official magazine.

Section 6.2 - Each member will have the option of donating to Rotary's international and local foundations. Participating members can elect to have donations billed on their quarterly billing statement.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce (by vocal assent)* vote. 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

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 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. 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.

Article 10 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 reference to appropriate RI materials. The service projects committee will consider the Avenues of Vocational, Community, and International Service together with New Generations projects 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 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.

Article 12 Finances

Section 12.1 — 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.

Section 12.2 — The treasurer shall deposit all club funds in a bank, named by the board.

Section 12.3 — All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 12.4 — A thorough review of all financial transactions by a qualified person shall be made every three years; more frequently upon the request of the board of directors. The findings of this report will be provided to the club president and made available to all club members.

Section 12.5 — 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 12.6 — The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 13 Method of Electing Members

Section 13.1 — 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 13.2 — The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 13.3 — 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 13.4 — 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 13.5 — 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 13.6 — 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 13.7 — 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.

Article 15 Order of Business for Board and Club Meetings

Meeting called to order
Introduction of visitors
Correspondence, announcements, and Rotary information
Committee reports if any
Any unfinished business
Any new business
Address or other program features
Adjournment

The president of the club shall be responsible for developing the agenda for club meetings and board meetings. Board members must submit items to be included on the board meeting agenda to the president 24 hours prior to the upcoming meeting.

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 distributed to each member and posted on the club website 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.

Article 17 Dissolution

In the event of the dissolution of the club the assets remaining after payment of all costs and expenses of said dissolution shall be transferred or conveyed to the Chippewa County Community Foundation and none of its funds shall be used to the benefit of or be distributed to any individual members.

Article 18 Parliamentary Authority

The rules contained in the current edition of Roberts' Rules of Order Newly Revised shall govern the club in all cases where they are not inconsistent with these bylaws or those of Rotary International.