

# **Bylaws of the Coeur d'Alene Rotary Club, Inc. A Non-Profit Corporation**

## **ARTICLE I – Board of Directors**

The governing body of the Coeur d'Alene Rotary Club, Inc. (the "Club") shall be the Board of Directors (the "Board"), consisting of nine (9) to fourteen (14) Club members (the "Members") who have been elected or appointed as provided herein.

## **ARTICLE II – Election of Directors and Officers**

### **Section 1 – Term of Office**

The Club's fiscal year (the "Year") shall be the 12-month period that begins on July 1. The term of office for a member of the Board of Directors (a "Director") shall be three (3) Years and the term of office for an officer shall be one (1) Year.

### **Section 2 – Qualifications for Directors**

A Director shall be a member of the Club (a "Member") in good standing.

### **Section 3 – Board Composition**

The Board shall consist of nine (9) to fourteen (14) members. The first nine (9) members shall be duly elected for three-Year staggered terms, two members shall be the Secretary and the Treasurer, and the remaining Board positions shall be filled by the President-Elect, the President, and the Immediate Past President, provided that they are not otherwise serving as members of the Board at the time of their election.

In addition, a Member then serving as Assistant Governor or who is in the line of District Governor (District 5080) also shall be a member of the Board.

### **Section 4 – Nomination Committee**

[a] A Nomination Committee shall be established annually to nominate candidates for election to the three (3) incoming Director positions. The committee shall consist of the President, two Directors appointed by the President, and two members selected by the Apostles (described in Article VII, Section 3) if they are then active. If the Apostles are not active, the President shall appoint all members of the Nomination Committee.

[b] The meeting dates of the Nomination Committee shall be determined by the President in sufficient time to accomplish its tasks as provided herein.

### **Section 5 – Annual Election of Directors**

[a] Prior to the first meeting of the Nomination Committee, the Board shall propose possible candidates for the three (3) incoming Director positions and set the criteria for candidate selection, and report that information to the Nomination Committee.

[b] Any Member may nominate for election a qualified person to serve as a Director by notifying the President no later than the first meeting of the Nomination Committee.

[c] The Nomination Committee shall meet no later than the end of September of the current Year to review possible candidates.

[d] The Nomination Committee, who shall act by a majority vote, shall review all information and, after confirming that the nominees are willing to serve on the Board, report its nominations to the Board at its November meeting.

[e] The Board shall submit for election a slate of three (3) Director candidates at the first Regular Meeting of Members (described in Article IV, Section 2) in December, and three persons shall be elected to serve as Directors to fill the three incoming positions.

[f] The new Directors shall take office on the July 1 that follows their election in December.

[g] If, as a result of nominations from the floor at the Director-election Meeting, more than three (3) candidates for the three Director positions are submitted for election, the Members shall vote by written ballot and the three (3) persons receiving the highest number of votes shall be elected to the Board. If the voting by the Members results in a tie, it shall be resolved by a vote of the Board at their next meeting.

### **Section 6 – Vacancy on the Board of Directors**

If a vacancy on the Board occurs before the end of a term, the Nomination Committee shall recommend candidates to fill the vacancy, and then it shall be filled by a vote of the Board.

### **Section 7 – Election of Officers**

[a] Every Year, the Board will select a Future President-Elect.

[b] A Member may be nominated to be the Future President-Elect so long as the nominee has previously served on the Board for at least one (1) term and completed the term without serving as President, or is currently serving as a Board Member or duly elected incoming Board Member.

[c] The Board shall choose from a slate of up to three (3) eligible candidates. Before December 31 of the current Year, the Board shall elect the Future President-Elect and that person shall take office as the President-Elect on the following July 1 and as the President one year thereafter.

[d] The person elected to serve as Future President-Elect, if not currently a Board member, shall become a Board member by virtue of election as Future President-Elect.

[e] Other Officers: At its first meeting in July of every Year, the Board shall elect a Secretary and a Treasurer to serve for the following Year.

### **Section 8 – Officer Vacancy**

A vacancy in any officer position shall be filled by the Board, who shall take into consideration the qualifications for that office as provided in these Bylaws.

## **ARTICLE III – Officers and Their Duties**

### **Section 1 – Officers of the Club**

The officers of this Club shall be the President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past President.

### **Section 2 – President**

It shall be the duty of the President to preside at meetings of the Club and meetings of the Board and to perform such other duties as ordinarily pertain to the office.

**Section 3 – President-Elect**

It shall be the duty of the President-Elect, if called upon to do so, to preside at meetings of the Club in the absence of the President, perform such other duties as may be prescribed by the President or the Board, and to perform such other duties as ordinarily pertain to the office.

**Section 4 – Future President-Elect**

It shall be the duty of the Future President-Elect to become familiar with the governance of the Club, so as to be prepared to assume the duties of the President-Elect as provided herein.

**Section 5 – Immediate Past President**

It shall be the duty of the Immediate Past President to provide advice and counsel to the President and the Board, when called upon to do so, and to attend Board meetings as a voting member.

**Section 6 – Secretary**

[a] The Secretary shall attend Board meetings as a voting member and record the minutes of such meetings.

[b] It shall be the duty of the Secretary to keep the records of Club membership; record the attendance of meetings; send notices of meetings of the Club, the Board, and the committees; record and preserve the minutes of such meetings; report as required to Rotary International on every January 1 and July 1; report to the general secretary of Rotary International on every October 1 and April 1 the required information about active, senior-active, and past service members who have been elected to membership in the Club in the previous three (3)-month period; report to the District Governor immediately following the last meeting of every month the attendance at the Club meetings for that month; collect and remit subscription fees for the *Rotary* magazine; and perform such other duties as ordinarily pertain to the office.

**Section 7 – Treasurer**

[a] The Treasurer shall attend Board meetings as a voting member and report the financial condition of the Club.

[b] It shall be the duty of the Treasurer to have custody of all funds, account for these funds to the Club annually and at any other time as may be requested by the Board, and perform such other duties as ordinarily pertain to the office. Upon retirement from office, the Treasurer shall turn over to his or her successor, or to the President, all funds, books of accounts, and other Club property in his or her possession.

[c] The Board shall establish a procedure for an annual independent audit, review, or compilation of the Club finances.

**ARTICLE IV – Meetings****Section 1 – Annual Meeting of Members**

An annual meeting of Members (the “Annual Meeting”) shall be held on the first regularly scheduled meeting date in December of every Year, at which time the Members shall elect three Directors to serve on the Board, commencing on the following July 1.

**Section 2 – Regular Meetings of Members**

[a] A regular meeting of the Members shall be held every Friday at 12:00 noon.

[b] Due notice of changes in or cancellation of a Regular Meeting shall be given to all Members.

### **Section 3 – Quorum for Meetings of Members**

At the commencement of a Member meeting, the presence of one-third of all Members shall constitute a quorum.

### **Section 4 – Meetings of the Board**

The Board shall meet on the third Tuesday of every month at 4:00 p.m. or at such time as determined by the President, at a location determined by the President. Special meetings of the Board may be called by the President or upon the request of two (2) Directors, provided that reasonable notice is given. The nature of such notice shall be determined by the President so as to obtain a quorum of the Board at the special meeting.

### **Section 5 – Quorum for Meetings of the Board**

At a Board meeting, the presence of a majority of all Directors shall constitute a quorum.

### **Section 6 – Executive Sessions of the Board**

The Board may call an executive session at any time to consider matters of a sensitive nature and may exclude from such a session all persons except the Directors and any others designated by the Board to attend the session.

## **ARTICLE V – Fees and Dues**

### **Section 1 – Admission and Transfer Fees**

The Board shall determine, from time to time, the admission fee for new Members and the transfer fee for Rotarians who transfer from other Rotary clubs, and shall publish such fees by its official communication method, whether in writing, on its website, or by email notice.

### **Section 2 - Membership Dues and Fees**

Membership dues and fees shall be collected monthly or quarterly as determined by the Board, and shall include, but not be limited to, luncheon costs, event costs, assessments, Club dues, Rotary Foundation Paul Harris dues, *Rotary* magazine fees, Rotary International dues, and Rotary District 5080 dues.

## **ARTICLE VI – Method of Voting**

### **Section 1 – Board**

Unless otherwise determined by the President, the business of this Club shall be transacted by the Board via voice vote, except for the election of the Future President-Elect.

### **Section 2 – Members**

Unless otherwise provided herein or as determined by the President, the business of this Club shall be transacted by the Members via voice vote.

## **ARTICLE VII – Committees**

### **Section 1 – Service Committees**

[a] Subject to approval by the Board, the President shall appoint committees based on one or more of the Rotary Avenues of Service.

[b] Each committee shall consist of a chair, a vice-chair, and a Director, all of whom shall be named by the President, and not less than two (2) other Members.

[c] The President and President-Elect shall be ex-officio members of all committees and, as such, shall have all of the privileges of membership thereon.

[d] Each committee shall transact such business as is delegated to it in the Bylaws and such additional business as may be delegated to it by the President or the Board. Except where special authority is given by the Board, no committee shall act until a report has been made to the Board and any recommended action has been approved by the Board.

[e] Subject to the approval of the Board, the President may appoint one or more committees that address various aspects of youth or other activities, based on one or more of the Rotary Avenues of Service.

[f] Where feasible and practicable, provision for continuity shall be made by appointing one or more committee members for a second term.

### **Section 2 – Club Committees**

The Board shall, from time to time, establish committees to assist in conducting activities that are associated with the effective operation of the Club.

### **Section 3 – The Apostles**

The Club has established the “Apostles” as an independent group whose members are Past Presidents of the Club, to assist in the nomination of Directors, provide advice to the President and the Board when called upon to do so, address significant issues when requested by the Board to do so, and to otherwise meet, from time to time, as they determine. The attendance at any meeting of the Apostles shall be limited to members of the Apostles, unless otherwise authorized by the Apostles.

### **Section 4 – President's Council**

The Club has established a “President's Council” who shall provide advice to the President and the Board when called upon to do so, address significant issues when requested by the Board to do so, and otherwise meet, from time to time, at the request of the President. The President’s Council shall consist of the current President, the current President-Elect, the current Future President-Elect, the two (2) most recent Past Presidents, and other Past Presidents as may, from time to time, be determined by the current President’s Council.

## **ARTICLE VIII – Leave of Absence**

Upon written application that sets forth good and sufficient cause, including, but not limited to, an absence from the Coeur d'Alene area for more than three (3) months, the Board may grant a leave of absence that excuses the applicant Member from attending Meetings of the Club for a specified length of time not to exceed twelve (12) months. Members on leave of absence shall be required to pay for quarterly and annual fees and dues and for meals consumed.

(Note: Such leave of absence prevents a forfeiture of the excused Member’s membership, but it does not enable the Club to claim credit for that Member's attendance. Unless he or she attends a regular meeting of

another Rotary club, the excused Member must be recorded as absent. However, because the absence is authorized under the provisions of Article VII, Section 3 of the Standard Rotary Club Constitution, it is not computed in the attendance record of the Club.)

## **ARTICLE IX – Finances**

### **Section 1 – Bank Account**

The Club shall establish, in a federally insured institution, a bank account that shall have as authorized signers the President, the Secretary, and such other persons as are authorized by the Board. The Treasurer shall deposit all funds of the Club in the authorized bank account.

### **Section 2 – Payment by Check**

All bills shall be paid by checks, and every such check shall be signed by one or more of the authorized signers, as determined by the Board.

### **Section 3 – Bonding of Officers**

Officers who have charge or control of Club funds shall give such bond as may be required by the Board for safe custody of such funds. The cost of such bond shall be borne by the Club.

### **Section 4 – Club Budget**

At the beginning of every Year, the Board shall prepare or cause to be prepared a budget of the Club's estimated income and estimated expenditures for the Year, which upon acceptance by the Board, shall stand as the limit of expenditures for each of the budgeted purposes, unless the budget is subsequently adjusted by order of the Board.

## **ARTICLE X – Members**

### **Section 1 – General Qualifications**

[a] The Members of this Club shall be adult people of good character and good reputation in business, profession, and the community.

[b] As specified by the Rotary International Bylaws (2022), clubs may have two membership types, Active and Honorary. In this Club, Senior Active Members shall retain their status. Senior Active status shall be made available to Members whose age plus years in Rotary equal at least 85 and who have served in the Club for the most recent five (5) or more years.

### **Section 2 – Admission of New Active Members**

[a] Any Member desiring to sponsor a person for membership in the Club shall first bring that person as a guest to no fewer than three (3) Regular Meetings without announcing that the person will be proposed for membership.

[b] In addition to the required Meeting attendance set forth in Section 2, subsection [a] of this Article, the application of a prospective member shall be submitted to the Club Secretary by the sponsoring Member. The application shall not be disclosed to the general membership, except as otherwise determined by the Board.

[c] The Club Secretary shall forward the prospective member's application to the Membership Committee. After the prospective member attends the required three (3) Regular Meetings, the Committee shall report to the Board its finding as to the prospective member's eligibility regarding classification, personal character and reputation, and other eligibility requirements.

[d] If the Membership Committee determines that the prospective member meets the eligibility requirements, it shall submit that prospective member's name for publication in two consecutive weekly Club bulletins, together with a deadline by which any objections to the prospective member's candidacy must be submitted to the Committee. If the Committee determines that the prospective member does not meet the eligibility requirements, the Board shall consider whether further action should be taken.

[e] The sponsor shall inform the prospective member of an affirmative recommendation from the Membership Committee, the purposes of Rotary, and the privileges and responsibilities, both financial and nonfinancial, of membership in the Club. If, upon a negative recommendation from the Committee, the decision of the Board is to disapprove the prospective member's application, then that decision is final and the sponsor shall be notified of the decision and shall inform the prospective member.

[f] If no written objection regarding a prospective member, which must include the reasons for the objection, is received by the Board within fourteen (14) days after the first publication of the name of the prospective member, then upon an affirmative vote of the Board, that person shall be considered to be admitted to membership.

[g] If a written objection regarding a prospective member, which must include the reasons for the objection, is received by the Board within fourteen (14) days after the first publication of the name of the prospective member, the Board shall consider the objection at its next meeting. The President, with the consent of the Board, shall determine the procedure of the meeting. At least one objector and the prospective member's sponsor must appear and be heard at such a meeting. Approval of the candidacy of the prospective member shall require a majority vote of the Board. If the Board votes for approval, then the prospective member shall be notified as provided herein and shall be considered to be admitted to membership. If the Board does not approve the candidacy of the prospective member, then that person shall not be admitted to membership and the decision of the Board shall be final. It shall be the duty of the sponsor of the applicant to notify him or her of the rejection.

[h] Following a new Member's admission to membership as herein provided, the Club Secretary shall issue a name badge to that Member and shall report his or her name to the general secretary of Rotary International.

[i] The new Member shall be formally introduced at a Regular Meeting of the Club.

### **Section 3 – Transferring Rotarians**

A transferring or former Rotarian must first secure from his or her former club a certificate that confirms the prior membership and the payment of all debts to the former club. The former club is obligated to verify that the transferring or former Rotarian does not owe it any debts and a transferring or former Rotarian may not join a new club until all of his or her debts have been paid to the prior club.

### **Section 4 – Honorary Members**

[a] Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and persons who are considered to be friends of Rotary because of their ongoing support of Rotary's cause may be elected to Honorary membership in more than one club. The term of such membership shall be as determined by the board of each club in which they hold membership.

[b] In this Club, the name of a candidate for Honorary membership shall be submitted to the Board in writing and the election shall be in the same form and manner as prescribed for the election of an Active Member, provided, however, that such a proposal may be considered at any meeting of the Board and that the Board may at its discretion waive any of the steps as set forth herein and proceed to vote on the candidate's admission as an Honorary Member.

[c] Honorary Members shall only be required to pay for meals consumed.

[d] Honorary Members shall be exempt from the payment of admission fees and dues, shall have no vote, shall not be eligible to hold any office in the Club, and shall not hold classifications, but they shall be entitled to attend Meetings and enjoy the other privileges of the Club. Honorary membership in this Club does not confer any rights or privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

### **Section 5 – Holders of Public Office**

Persons elected or appointed to public office for a specified time shall not be eligible for Active membership in this Club under the classification of such office. Members who are elected or appointed to public office for a specified period may continue in their existing classifications during the period in which they hold such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning, nor to persons who are elected or appointed to the judiciary.

### **Section 5 – Termination of Membership**

[a] The membership of a Member may be terminated as provided in this Section.

[b] Prior to any action being taken to terminate a membership, the Board shall give the Member who holds such membership at least thirty (30) days written notice of such pending action and the reasons therefor, together with an opportunity to submit a written answer to the Board. The Member shall have the right to appear before the Board to state his or her case. Notice of the Board meeting at which the termination of a membership is to be considered shall be conveyed by personal delivery or by certified letter to the last known address of the Member who holds the membership.

[c] The Board may terminate the membership of any Member for any good cause, including, but not limited to, the Member (i) ceasing to have the qualifications for membership in the Club or (ii) failing to pay any monetary obligation to the Club for longer than two billing cycles. If a Member who has been notified of a possible termination of membership for failure to pay financial obligations to the Club pays all current obligations prior to the vote to terminate, the termination procedure shall be vacated. A vote to terminate a membership can occur at a regular meeting of the Board or at a special meeting called for this purpose. A quorum must be present at such a meeting and a vote must pass by not less than two-thirds of the Directors who are present. The decision of the Board shall be final and there is no appeal.

## **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 – Amendments**

These Bylaws may be amended at any Regular Meeting, provided that notice of such proposed amendment(s) shall have been transmitted to every Member at least five (5) working days before such a meeting. A quorum must be present at such a meeting and a vote must pass by not less than two-thirds of the Members who are present. No amendment or addition to these Bylaws may be made that is not in harmony with the Club Constitution and with the Constitution and Bylaws of Rotary International.

End of Bylaws