**Bylaws of the Rotary club of Green Bay West
 12/6/2022**

**Article 1 Definitions** 1. Club: Group of people dedicated to the mission, values and goals of RI 2. Board: The Board of Directors of this club 3. Director: A member of this club’s Board of Directors 4. Member: A member, other than honorary member, of this club 5. RI: Rotary International 6. Year: The 12 month period that begins on July 1 7. President-elect: President following the term of the current president 8. President-elect nominee : President following the term of the president-elect

**Article 2 Board of Directors** The governing body of this club shall be the Board of Directors consisting of nine members of this club elected in accordance with Article 3 of these bylaws. The nine members will be the president, the president-elect, the president-elect nominee, the immediate past president, the secretary, the treasurer and the three additional directors . In the event of co-presidents or co-presidents elect, the board may consist of 10 board members with selection procedures consistent with a nine-member board.

**Article 3 Election of Directors and Officers Section 1 -** At the annual meeting, the President-elect shall present the list of officers and directors for the following year. The President-elect shall automatically assume the office of president for the following year commencing on the first day of July following the annual meeting. The President-elect nominee of the current year shall automatically assume the office of President-elect for the following year commencing on the first day of July following the annual meeting.

**Section 2**-The President-elect shall, in consultation with the President-elect nominee and at least two other members who have served as president, propose a President-elect nominee for the following year. Approval of the President-elect nominee shall be by board vote.

**Section 3-**The President-elect shall present the names of nine directors for the following year, including the past president, the president, the president-elect, the president-elect nominee, the secretary, the treasurer and three additional directors selected by the president-elect. The proposed nine directors shall be elected as a slate by a majority vote of Club members.

**Section 4-** The officers and directors, so elected, shall constitute the Board of Directors. Within one week after their election, the Board shall meet and elect some member of the club to act as the Sergeant- at-arms if required.

**Section 5**- A vacancy in the Board of Directors or any officer shall be filled by action of the remaining members of the Board.

**Section 6-** A vacancy in the position of any officer – elect or director – elect shall be filled by the action of the remaining members of the Board.

**Article 4- Duties of Officers Section 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 2- *Past President***. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the Board.

**Section 3- *President-elect.*** It shall be the duty of the President-elect to serve as a director, to preside at meetings of the club and Board when the president is absent and to perform such other duties as may be prescribed by the president or the Board.

**Section 4- *President-elect nominee.*** It shall be the duty of the President-elect nominee to serve as a director and perform such other duties as may be prescribed by the president or the Board.

**Section 5- *Secretary.*** It shall be the duty of the secretary 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 semi-annual reports of membership on January1 and July 1 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 the July or January semi-annual reporting period; report changes in membership; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary***.***

**Section 6*-Treasurer*** It shall be the duty of the treasurer to have custody of all funds, to create an annual budget, to provide monthly financial statements, to send and collect dues and to make vendor payments and to perform other duties as pertains 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 and any other Club property.

**Section 7 *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.

**Article 5 Meetings Section 1-**An annual meeting of this club shall be held no later than June of each year, at which time the election of officers and directors to serve for the following year shall take place. **Section 2-**The regular weekly meetings of this club shall normally be held on Tuesday at 7:30 AM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting honorary members and members granted a leave of absence must be counted as present or absent. Rotary International guidance may modify club attendance criteria. Committee meetings and participation in projects may be considered attendance at a meeting at the discretion of the Board. **Section 3-** A club assembly meeting may be called by the Board at its discretion to act upon matters identified by the Board as appropriate to be considered or approved by resolution of club members. A club member wishing to have a matter considered or acted upon at a club assembly must submit the matter in writing to the Board President prior to a Board meeting preceding a club assembly.

**Section 4**-One third of the membership shall constitute a quorum at the annual and club assembly meetings. At any annual, Board or club assembly meeting, a simple majority vote on the issue is considered approval.

**Section 5** Regular meetings of the Board shall be held on the second 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) members of the Board, due notice having been given.

**Section 6** A simple majority of the Board members shall constitute a quorum of the Board. A simple majority vote of a quorum of the Board is considered approval. A tie vote shall be considered an approval.

**Section 7** The Board of Directors shall be the voting members for any club business at the monthly board meeting. Members of the club who attend a Board meeting shall have the option of commenting on Board issues, but voting is restricted to Board members.

**Section 8** Meeting attendance at all meetings shall be in person or virtual.

**Article 6 Fees and Dues** Admission fees and membership dues shall be determined by RI District 6220 and this club.

 **Article 7 Method of Voting**

The business of this club by the Board of directors and election of officers and directors at the annual meeting shall be transacted by voice vote. Only members in attendance, whether in person or in virtual attendance and in good standing are eligible to vote. Honorary members may offer input but may not vote. Voting on issues raised at a club assembly may be voted upon in writing via a club survey.

**Article 8 Avenues of Service and Areas of Focus** The 5 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 Generation service. This club will be active in each of the avenues of service. The 7 Areas of Focus set forth by Rotary International are : Peace building and conflict prevention, Disease prevention and treatment, Water sanitation and hygiene, Maternal and child health, Basic education and literacy, Community economic development, Supporting the environment

**Article 9 Committees**

Club committees are charged with carrying out the annual and long – range strategic goals of the club. The President – elect, President, and immediate past president shall work together to ensure continuity of leadership and succession planning. When feasible, committee members shall 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 shall be appointed as follows. **Section 1 -Membership** This committee shall develop and implement a comprehensive plan for the recruitment and retention of members. **Section 2- Public Image** This committee shall develop and implement plans to provide the public with information about Rotary and to promote the club’s service projects and activities. **Section 3 Service Projects** A Community Service Committee shall develop and implement educational, humanitarian, and vocational projects that address the needs of this community and an International Committee will do the same for communities in other countries. **Section 4 The Rotary Foundation** This committee shall develop and implement plans to support the Rotary Foundation through both financial contributions and program participation. **Section 5 Additional Committees** Additional committees and/or new committee members may be appointed by the president. **(a)** The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon. The president shall receive copies of any communication between committee chairs and representatives of Rotary at the district or international level or non-Rotary persons involved in any club projects. **(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 committee 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 committee shall be established and reviewed by the president for his or her ear. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service and Areas of Focus 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 no longer than 12 months.

(*Note: such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the members 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 the Standard Rotary club Constitution is not computed in the attendance record of the club.*

**Article 12 Finances Section 1-**Prior to the beginning of each fiscal year, the treasurer shall prepare a budget of estimated income and expenditures for the year for board approval, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. **Section 2** -The treasurer shall deposit all club funds in a bank, named by the Board **Section 3-**All bills shall be paid by the treasurer or other authorized officer based on the annual budget and monthly financial review. Exceptions will be authorized by the board.

**Section 4** A thorough review of all financial transactions by an appropriate audit committee shall be made once each year. **Section 5** Officers having charge or control of club funds may be given a bond as required by the Board for the safe custody of the funds of the club; cost of the bond to be borne by the club. **Section 6** The fiscal year of this club shall extend from July 1 to June 30, and for the collection of members’ dues shall be divided into at least two semi-annual periods. The payment of per capita dues and RI official magazine subscriptions shall be made annually on the basis of the membership of the club on those dates. **Section 7** The club treasurer, club president and grant committee chair shall be the club contact persons with the Greater Green Bay Community Foundation on matters involving our club’s Local Community Service Endowment Fund(Club foundation)

**Article 13 Method of Electing Members Section 1-** The name of a prospective member, proposed by a member of the club, along with a completed application form shall be submitted to the Board, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club**. Section 2** The Board shall ensure that the prospective member meets all the classification and membership requirements. **Section 3** The board shall notify members of the application of the prospective member and request member feedback. Notification will be by the weekly bulletin and for a minimum of two consecutive weeks. Any objections (negative feedback) must be in writing and submitted to the Board no later than six calendar days after the second consecutive notice in the weekly bulletin. **Section 4** The board shall then approve or disapprove the application and shall notify the prospective member through the club secretary of its decision. **Section 5** 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 commit to same. **Section 6** Following approval, the president shall arrange for the new member’s induction, membership card, and new member information to RI and the president will assign a member to assist with the new members 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.

**Article 15 Weekly Club Meeting Order of Business**

Meeting called to order. Pledge of Allegiance to the USA. Introduction of visitors Appropriate meeting sing-along. Correspondence, announcements, and Rotary information. Committee reports if any. Any unfinished business. Any new business. Address or other program features. Appropriate meeting reflection. 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 in attendance, provided that the proposed amendment(s) and meeting date for discussion and vote has been communicated to club members for three consecutive weeks. No amendment to these bylaws may be made which is not in harmony with the standard Rotary club Constitution and with the Constitution and bylaws of RI.

Revised: December 6, 2022