

Bylaws of the Rotary Club of Westerville, Ohio, USA

March 14, 2024

Article 1 Definitions

Board: The Officers and Board of Directors of this club.
Director: A member of this club's Board of Directors.
Year: The twelve-month period that begins on July 1.
Member: A member, other than an honorary member, of this club.
RI: Rotary International.
Honorary Member

Honorary membership is used to recognize people who have distinguished themselves by meritorious service and embody Rotary ideals, or those considered friends of Rotary for their support of Rotary's causes. They are exempt from paying RI dues, have no vote in Rotary matters, are not eligible to hold any club office, and are not included in a club's membership numbers in Rotary's database. Active members are called Rotarians, while honorary members are called honorary Rotarians.

Article 2 Board

The governing body of this club shall be the board consisting of twelve (12) members of this club. The six (6) directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect, president nominee, secretary, treasurer, and the immediate past president. A president emeritus may be appointed by the president, shall also participate as a non-voting member of the board.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, president elect, president nominee, secretary, treasurer, and directors two (2). Nominations will be presented by a nominating committee and may also be made by members from the floor. Nominations will be open on the floor for three consecutive meetings. The nominating committee shall be chaired by the president-elect and populated by the immediate past president, the president, president nominee, two board members and one club member chosen at-large. 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, president-elect, president nominee, secretary, and treasurer who receive the most votes shall be declared elected.

Section 2 – Officers are elected for a term of one (1) year. Directors are elected for three (3) years.

Section 3– The officers and directors, so elected, together with the immediate past president shall constitute the board.

Section 4 – A vacancy on the board or any office shall be filled by action of the president by appointment.

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 pertains to the office of president.

Section 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 pertains to the office of president-elect.

Section 3 – *President Nominee*. It shall be the duty of the president nominee to preside at meetings of the club and the board in the absence of the president or president-elect and to perform other duties as ordinarily pertains to the office of president-nominee.

Section 4 – *Secretary*. It shall be the duty of the secretary to keep membership records, send out notices of club, board and committee meetings by posting them on the club's District website and private files accessible by members in good standing, record and preserve the minutes of such meetings; report as required to RI and the District, including the semiannual reports of membership on January 1 and July 1 of each year and perform other duties as usually pertain to the office of secretary.

Section 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 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, or any other club property.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on or before the last regular meeting in December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Thursday's either in-person or via virtual media. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

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 shall be held at least every other month except for the month of December at a time and place to be determined by the directors. 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. Virtual board meetings may be held for the purpose of electing new members to the club and/or any other business deemed necessary by the president.

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

Article 6 Fees and Dues

Section 1 –For new members a one-time initiation fee shall be determined by the board of directors. Annual dues shall be pro-rated to the date of admission. The initiation fee and prorated dues will be billed to the new member after the induction.

Section 2 –Annual membership dues shall be determined by the board of directors and shall become payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Article 7 Voting

Section 1 - The business of this club shall be transacted-via voice vote except the election of officers and directors, which shall be by ballot unless the proposed candidates are unopposed, in which case, the ballot may be done via voice. The board may determine that a specific resolution be considered by ballot rather than by via voice vote. Any motion by a member of the board of directors must be presented at an officially called board meeting and not presented randomly or by other means without calling an official meeting of the board with proper notice of such meeting.

Note: Via voice is defined as when club voting is conducted by vocal assent. Ballot voting may be paper or electronic (email).

Section 2 - In any action requiring the vote of the board whereby there are 3 or more dissenting votes, a dissenting board member may petition the president within seven (7) days after the board meeting to submit the issue for consideration and vote to all members of the club. The president shall determine the regular weekly meeting date and the manner for vote on such issue. Any issue considered "major" must have two separate readings each at two different meetings.

Article 8 Avenues of Service

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 Youth Services. This club will be active in each of the Avenues of Service.

Article 9 Committees

Section 1 – Club committees coordinate their efforts to achieve the club's annual and long-term goals as listed in article 13, section 7, of the Standard Rotary Club Constitution for this club. All Club committees are charged with carrying out the annual and long-range goals of the club based on the Avenues of Service.

Section 2 – Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board of all committee activities. The president, president-elect, president-nominee, 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. The president shall determine which committees will be active during his or her year.

Section 3 - The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

Section 4 - 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.

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 make reference to appropriate RI materials and the Avenues of Service 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 but no longer than twelve months.

Article 12 Finances

Section 1 - Prior to the beginning of each fiscal year, the treasurer shall prepare a budget of estimated Club Service income and expenditures. The board shall approve a budget of estimated income and expenses for Club Service, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board no later than May 31st of each year. The treasurer will also prepare a budget of Community Service income and expenditures for the year by the end of August of that year which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget for Community Service shall be approved by the board no later than two regular board meetings into the new Rotary year. Income from Community Service must be used for only Community Service and not used in any way for Club Service or other expenses with the exception of reimbursement from Community Service to Club Service for expenses paid by Club Service funds on behalf of Community Services. However, income or year end balances from Club Service may be used for Community Services activities.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be reported by the treasurer into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the treasurer as approved by either the president, officer, or committee chair. The treasurer may approve and pay anticipated or recurring invoices.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made by the end of October each year.

Section 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 6 – The fiscal year of this club shall extend from July 1 to June 30. The collection of members' dues shall be divided into two (2) semiannual periods extending from July 1 to December 31, and from January 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 30 of each year on the basis of the membership of the club on those dates.

Article 13 Method of Electing Members

Section 1 – The name of a prospective member, shall be submitted to the membership committee and then to the board in writing for approval, through the club secretary. A transferring in or former member of another club may be proposed to active membership by the former club.

Section 2 – 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.

Section 3 – 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, shall be considered to be elected to membership. If any such objection has been filed with the secretary, then the board shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, (if not honorary membership), shall be considered to be elected to membership.

Section 4 – Following the election, the president shall arrange for the new member's induction. The club secretary will provide the membership badge and new member Rotary orientation literature. In addition, the secretary will report the new member's information to RI.

Section 5 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board to serve a term of not more than one year. Honorary members may be reapproved for an additional year by a vote of the board of directors.

Article 14 Resolutions

The club shall not consider any resolution or motion presented at any officially called meeting of the board of directors, to commit the club on any matter until the board has considered it. Any new resolution resulting in a non-budgeted expenditure exceeding \$500.00 or a major shift in the club's primary activities will require two readings at two board meetings before a vote can occur. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion. The board shall consider the motion at its next scheduled meeting and vote for the purpose of recommending its approval or disapproval of the motion to the Club as a whole. The President shall present the motion to the Club at the next weekly meeting and shall indicate the recommendation of the Board, along with such other information as the President deems appropriate. The Club membership shall thereupon vote on the motion in accordance with Article 7 of these Bylaws.

Article 15 Order of Business

Regular Meeting

Meeting called to order.

Invocation & Pledge.

Introduction of guests & visitors.

Announcements.

Rotary Raffle.

Sergeant-at-arms.

Program.

Address or other program features.

Adjournment.

Article 16 Amendments

These bylaws may be amended after review and advice by the board 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 communicated to each member 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.