

Bylaws

BYLAWS OF
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. (referred to herein as “Club”) shall be the Board of Directors (“Board”), consisting of nine (9) to fourteen (14) members and elected or appointed as provided herein.

ARTICLE II – Election of Directors and Officers

Section 1 – Term of Office – Fiscal Year

The Club shall be on a fiscal year (“Fiscal Year”) from July 1 to June 30 of each year. The terms of office of directors shall be for three (3) years and officers shall be for one year.

Section 2 – Qualifications for Directors

A member of the Board shall be a member of the Club (“Member”) in good standing.

Section 3 – Term of Office

The Board shall consist of nine (9) to fourteen (14) members. The first nine (9) members shall be duly elected Board members for there year staggered terms, two members shall consist of the Secretary and Treasurer and the remaining board positions are to be filled by a person or person elected as the President Elect and/or President and Immediate Past President if they are no otherwise serving as members of the Board at the time of their election.

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

Section 4 – Nomination Committee

- (a) A Nomination Committee shall be established annually. The purpose of the committee is to nominate candidates for election of the 3 incoming board positions. The committee shall consist of the President, two members of the board selected by the President and two members selected by the Apostles if they are then active. If the Apostles are not active, the President shall select 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 the election tasks as provided herein.

Section 5 – Annual Election of Members to the Board of Directors

- (a) Prior to the first meeting of the Nomination Committee, the Board shall consider possible candidates and criteria for selection and report that information to the Nomination Committee.
- (b) Any Member of Rotary may nominate for election a qualified person to serve on the Board of Directors by notifying the President no later than the first meeting of the Nomination Committee.
- (c) For the election of members of the Board, the Nomination Committee shall meet no later than the end of September of each year to review possible candidates and criteria as received from the Board, or others it determines appropriate.
- (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 determine and submit for election, a slate of three (3) proposed directors' candidates to the Members at the first Regular Membership Meeting in December, and three persons shall be elected to serve as members of the Board to fill the three open positions.
- (f) The new directors shall take office on July 1 following their election in December.
- (g) If as a result of nominations from the floor at the Members meeting, more than three candidates are nominated for the three directors' positions, the Members shall vote by written ballot, with the persons receiving the highest votes being elected to the Board. In case of a tie vote in the voting by the Members, the tie shall be broken by the Board at their next meeting.

Section 6 – Appointment to fill vacancy on the Board of Directors

If a vacancy shall occur on the Board, other than expiration of a member's term, the vacancy shall be filled by the vote of the Board. Upon such a vacancy, the Nomination Committee shall meet and consider candidates to fill the position and make a recommendation to the Board.

Section 7 – Annual Election of the Future President Elect

The Future President Elect shall be elected as follows:

- (a) The Board will select a Future President Elect from all current and past eligible board members.
- (b) A Member may be nominated to be President so long as the nominee has previously served on the Board for at least three years in a prior period and completed his or her term without serving as President, or is a current Board Member including the three new Board Members.
- (c) The Board shall choose from a slate of up to three nominations from all eligible candidates. Before December 31st, the Board shall elect the Future President Elect who shall take office as the President Elect the following July 1 and as President the year thereafter, taking office July 1.
- (d) The person selected to serve as Future President Elect shall, if not then a member of the Board, take one of two Board positions reserved for the President Elect and President.
- (e) Other Officers: At its first meeting in July of each year, the Board shall elect the Secretary and Treasurer to serve for the following Fiscal Year.

Section 8 – Officer Vacancy

A vacancy in the position of any officer shall be filled by the Board, taking into consideration the required qualifications of that office as provided in these bylaws.

ARTICLE III – Officers and Duties of Officers

Section 1 – Officers of Club

The officers of this Club shall consist of a President, Vice-President/President Elect, Secretary, Treasurer and Past President.

Section 2 – President

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

Section 3 – President Elect (Vice-President)

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

Section 4 – Future President Elect

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

Section 5 – Past President

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

Section 6 – Secretary

- (a) The Secretary shall attend, as a voting member of the Board and record minutes during Board meetings.
- (b) It shall be the duty of the Secretary to keep the records of membership, record the attendance of 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 Rotary International on January 1st and July 1st of each year, and including pro-rated reports to the general Secretary on October 1st and April 1st of each active, senior active and past service member who has been elected to membership in the Club since the start of July or January semi-annual reporting period. The report shall be made to the general Secretary of Rotary International, 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 Rotary International subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to his/her office.

Section 7 – Treasurer

- (a) The Treasurer shall attend, as a voting member of the Board and report the financial condition of the Club.
- (b) It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Club annually and at any other time when requested by the Board and to perform such other duties as pertain to his/her office. Upon his/her retirement from office, he/she shall turn over to his/her successor or to the President, all funds, books of accounts or any other Club property in his/her possession.
- (c) The Board shall establish a procedure for annual independent audit, review, or compilation of the Club.

ARTICLE IV – Meetings

Section 1 – Annual Meeting

An annual meeting, ("Annual Meeting") of the Members of this Club shall be held on the first regularly scheduled meeting in December of each year at which time they shall elect three directors to serve on the Board, commencing on the following July.

Section 2 – Regular Meetings of Members

- (a) The regular weekly meetings (“Regular Meeting”) of the Members of this Club shall be held on each Friday at 12:00 noon.
- (b) Due notice of any changes in or canceling of the regular meeting shall be given to all Members of the Club.

Section 3 – Quorum

One-third of the Members, present at the commencement of a meeting, shall constitute a quorum at the Annual Meeting and Regular Meetings of the Club.

Section 4 – Board of Directors Meetings

Regular meetings of the Board shall be held monthly, on the third Tuesday of each month at 4:00 p.m. or at such time and place determined by the President. Special meetings of the Board may be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, reasonable notice based upon the circumstances, having been given. Notice of a special meeting shall be determined by the President to be such as reasonably necessary to obtain the attendance of a majority of the Board at such meeting.

Section 5 – Board Quorum

A majority of the Board members must be present to constitute a quorum of the Board.

Section 6 – Executive Session

The Board may call an executive session at any time to consider matters of a sensitive nature and at such session exclude all persons except the members of the Board and others as determined by the Board.

ARTICLE V – Fees and Dues

Section 1 - Admission Fee

The Board shall determine, from time to time, the admission fee for a new member or transfer fee for Rotarians who transfer from another Rotary Club and shall publish such fees in its regular communication method, whether in writing, website or email notice.

Section 2 - Membership Dues

Membership dues and fees shall be collected monthly or quarterly as determined by the Board, and will include all fees, luncheon costs, event costs, assessments, Coeur d'Alene Rotary Club dues, Rotary Foundation Paul Harris dues, THE ROTARIAN magazine fees, Rotary International dues, and District 5080 dues.

ARTICLE VI – Method of Voting

Section 1 – Board of Directors

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 Vote

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 and Unaffiliated Associations

Section 1 – Committee Guidelines

- (a) The President shall, subject to the approval of the Board, appoint such committees on particular phases of Club service, vocational service, community service, and international service, as the President may deem necessary.
- (b) Each committee shall consist of a chair and a vice chair, who shall be named by the President, and a director, who shall be named by the President, from the membership of the Board, and not less than two (2) other members.
- (c) The President and President Elect shall be, ex officio, a member of all committees and, as such, shall have all the privileges of membership thereon.
- (d) Each committee shall transact such business as is delegated to it in the By-laws 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, such committee shall not take action until a report has been made to the Board and approved by the Board.
- (e) Should the President deem it necessary, he/she may appoint one or more committees dealing with various aspects of youth (or other) activities, which depending on the respective responsibilities, may be under any, or all, of the five avenues of service.
- (f) Where feasible and practicable in the appointment of committees, there should be provision for continuity by appointing one or more members for a second term.

Section 2 – Club Committees

Club committees shall, from time to time, be established by the Board to assist in conducting activities associated with the effective operation of the Club.

Section 3 – The Apostles

The Rotary Club has established, as an independent group, whose members are all past presidents of the Rotary Club, (known as the “Apostles”) who shall assist in the nomination of directors, provide advice to the President and the Board, when called upon to do so, to address significant issues when requested by the Board 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 Rotary Club has established a Presidents Council (“President's Council”) who shall provide advice to the President and the Board, when called upon to do so, to address significant issues when requested by the Board and to otherwise meet from time to time, at the request of the President. The Presidents' Council shall consist of the person then serving in the following positions in the Club:

1. Then serving President;
2. The then serving President Elect;
3. The person selected to be the Future President Elect
4. The two immediate Past Presidents
5. Other past presidents of the Club who may serve on the Council as determined by the Council from time to time.

ARTICLE VIII – Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, including an absence from the Coeur d'Alene area for over three (3) months, leave of absence may be granted excusing a Member from attending the 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 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 excused Member must be recorded as absent except that absence authorized under the provisions of Article VII, Section 3 of the Standard Rotary Club Constitution is not computed in the attendance record of the Club.)

ARTICLE IX – Finances

Section 1 - Bank Account

The Club shall establish a bank account in a federally insured institution which shall have as authorized signers the President and Secretary, and such other persons as 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 only by checks signed by one or more of the authorized signers, as determined by the Directors.

Section 3 – Bonding of Officers

Officers having charge or control of funds shall give bond as may be required by the Board for safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 4 - Club 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.

ARTICLE X – Members

Section 1 – General Qualifications

- (a) The Members of this Club shall be persons who are adults of good character, good business, professional, and/or community reputation.
- (b) As specified by the Rotary International Council on Legislation, 2001, two membership categories now exist- Active and Honorary. Current Senior Actives will retain their status [within the Rotary Club of Coeur d'Alene], to attain senior active status age plus years in rotary must equal 85 with the last 5 years having been served in the CDA rotary club.

Section 2 – Admission of New Active Members

- (a) Any Member desiring to submit a person for membership in Rotary, shall first bring as their guest, that person to no less than three (3) Regular Meetings, without announcing that the person will be proposed for membership.
- (b) Concurrent with attending the required number of Regular Meetings, an application of a prospective member shall be submitted by the sponsoring Member, through the Club secretary. The application shall not be disclosed to the general membership, except as otherwise determined by the Board.
- (c) The Club Secretary shall forward the new member application to the Membership Committee. After the prospective member attends the required three (3) meetings, the Committee shall report to the Board on the eligibility of the proposed member from the standpoint of classification, character, business and social standing, and general eligibility.
- (d) If the Membership Committee recommends the prospective member, it will submit its report to the Board, and submit the name for publication.
If the Membership Committee does not recommend the prospective member, it will submit its report to the Board for any further action.
The publication shall be made in two consecutive weekly Rotary bulletins. The publication notice shall include a deadline for objections to the prospective new member.

- (e) The sponsor, in person or via email, shall inform the prospective member of the decision and of the purposes of Rotary and the privileges and responsibilities, both financial and non-financial, of membership in the Club.
If the decision of the Board is to disapprove the prospective new member, then that decision is final and the sponsor will be notified of the decision, whose responsibility it will be to inform the proposed new member.
- (f) If no written objection, stating the reasons, is received by the Board, within fourteen (14) days from the first publication of the name of the prospective member, the prospective member, upon an affirmative vote of the Board, shall be considered to be admitted to membership.
- (g) If a timely written objection to a proposed new member is received by the Board after publication, the Board shall consider the objection to the proposed new member at its next regular or special meeting of the Board. The President, with the consent of the Board, shall determine the procedure of meeting. At least one of the objectors must appear at such meeting of the Board along with the new member's sponsor. Approval of the prospective new member shall require a vote of the majority of the board. If the Board votes to approve the prospective new member, then the prospective new member shall be notified as provided herein and shall be considered to be admitted to membership. If the Board disapproves of the prospective new member, then the prospective new member 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 prospective new member to notify him/or her of the rejection.
- (h) Following the member's admission to membership, as herein, provided, the Club Secretary shall issue a name badge to the member and shall report his/her name to the general Secretary of Rotary International.
- (i) The member shall be formally introduced as a new member at a regular meeting of the Club.

Section 3 – Transferring Rotarians

A transferring or former a Rotarian must first secure a certificate from the former club confirming that person's membership and payment of all debts to the former club. The former club is obligated to verify that the member does not owe any debts to the club. A prospective member cannot join a new club until all debts have been paid to their prior club.

Section 4 – Honorary Members

- (a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent 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 the club in which they hold membership.
- (b) The name of a proposed candidate for honorary member 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 proposal may be considered at any regular or special meeting of the Board and that the Board may at its discretion waive any of the steps as set forth herein and proceed to ballot on the proposed member.

- (c) Honorary members shall only be required to pay for meals consumed.
- (d) Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of the club in which they hold such membership. No honorary member of a club is entitled to any rights or privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.
- (e) Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in a club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 5 – Termination of Member

- (a) The membership of a Member may be terminated as provided in this Section by the Board.
- (b) Notice. Prior to taking any action to terminate the membership, the Member shall be given at least thirty (30) days prior written notice of such pending action, the reasons therefore and an opportunity to submit a written answer to the Board. The Member shall have the right to appear before the Board to state the Member's case. The notice of the meeting to consider the termination of a Member shall be by personal delivery or by certified letter to the Member's last known address.
- (c) Good Cause. The Board may terminate the membership of any Member (i) for any good cause, including the Member ceases to have the qualifications for membership in the Club or (ii) fails to pay any monetary obligation to the Club for more than two billing cycles. A Member, who has been notified of a termination for failure to pay financial obligations to the Club, may pay all current obligations prior to the vote and the termination procedure shall be vacated. The vote can occur at a Regular Meeting of the Board, or one called for this purpose. A quorum must be present and a vote of those present must pass by not less than two-thirds of the members of the Board. 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 By-laws 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 transmitted to each Member at least five (5) working days before such meeting. No amendment or addition to these By-laws can be made which is not in harmony with the Club constitution and with the constitution and By-laws of Rotary International.

End of Bylaws