

Bylaws of the Rotary Club of Ponderay Centennial

District 5080 Club 69179

Article 1 Definitions

1. Board: The Board of Directors and the Officers of this club.
2. Officer: President, President-Elect, Secretary, Treasurer, and Immediate Past President.
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of eleven(11) members of this club, namely, six (6) directors elected in accordance with article 3, section 1, of these bylaws, and the President, President-Elect (or President- Nominee, if no successor has been elected), Secretary, Treasurer, and Immediate Past President.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one week prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for President, Secretary, Treasurer, and six (6) directors. The nominations will be presented to the nominating committee. The nominating committee shall consist of the President, President-Elect and two (2) other club members chosen by random drawing of all eligible members. 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, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The six (6) candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for President elected in such balloting shall be the President-Elect and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as President on the first day of July immediately following that year. The President will propose new directors for the coming year in July and they will serve as co-directors and will be eligible to vote at the board meetings. If both the director and co-director are present at the board meeting they will each have ½ of a vote. The co-directors will be on the ballot for the positions at the election meeting the second meeting in November.

Section 2 – The President will ask for volunteers to serve as sergeant-at-arms, to engage speakers and ask as a greeter and conduct the pledge and thought for the day.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors & officers.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect and officers-elect.

Section 5 – All elected positions are for one (1) year terms. The Secretary, Treasurer, and director positions may be held for unlimited terms if re-elected in accordance with article 3, section 1, of these bylaws.

Article 4 Duties of Officers and Directors

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 – President-Elect. It shall be the duty of the President-Elect to serve as a director and to perform such other duties as may be prescribed by the President or the board. 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 President-Elect.

Section 3 – 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 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, report changes in membership; provide the 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 Secretary.

Section 4 – 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.

Section 5 – Directors. Each director shall assume the duty of committee chair during their elected terms.

Section 6 – 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. The person responsible for this position is not an officer or a director in accordance with article 3, section 2, of these bylaws.

Section 7 – Board Action Final. The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article 12, section 6, of the standard Rotary club constitution, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the Secretary to each member at

least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Article 5 Meetings

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

(Note: Article 5, section 2 of the standard Rotary club constitution provides that “Annual meeting for the election of officers shall be held not later than 31 December...”)

Section 2 – At least 2 meetings will be held per month as scheduled by the President of the Club. Meetings can consist of a breakfast meeting at 7:00am, an evening meeting at approximately 5:30pm, a service project, a fundraiser, a field trip or another event scheduled in the month, to help with member engagement. The club website will be used to communicate the location of each meeting.

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 article 8, section 3 and 4 of 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 members 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 8, sections 1 and 2.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Meetings of the board shall be called by the President when deemed necessary. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two directors or officers, due notice having been given.

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

Article 6 Memberships, Dues, and Fees

Section 1 – Annual Review. Each membership type, its dues and meal charges will be reviewed and voted on annually by the club and may be adjusted as necessary to cover the club’s annual fixed costs and meal costs. Current dues can be found on the club’s price menu.

Section 2 – Initiation Fee. An initiation fee of \$60 shall be paid before an applicant can qualify as a member. A scholarship program will be set up to cover this fee when finances prevent a qualified member from joining.

Section 3 – Meals. Each member will be responsible for meal charges regardless of attendance. Current meal charges can be found on the club’s price menu.

Section 4 – Member Responsibility. Each member will be invoiced quarterly and will be responsible to make timely payment on dues and all other items (i.e. meals, IOUs, guest meals, sponsorship, etc).

Section 5 – Club’s Responsibility. Dues will be paid on each member's behalf by the club to Rotary International semi-annually in July and January and to District 5080 annually in July.

Section 6 – Individual Membership. Normal active individual Rotary membership. Individual membership dues shall be a minimum \$200 per annum (\$50 per quarter), payable quarterly by the member.

Section 7 – Corporate Membership. A corporate membership allows for one primary corporate member with up to three designees. Dues, payable by the corporation, shall be a minimum of twice per annum of the Individual dues. If a corporate designee attends a club meeting along with the primary member, the designee meal rate will be charged the following quarter to the corporation.

Section 8 – Family Membership. This consists of any family (e.g. spouse, partner, adult-aged child). The admission fee shall be \$60.00 for the first family applicant only. Club dues for each family member shall be a minimum of half per annum the Individual dues after the initial family member.

Section 9 – Young Professional Membership. A Young Professional is 35 years or younger and is guaranteed a discounted dues rate for five years from Rotary start date. Dues shall be a minimum of half the Individual dues, locked in at that amount for five years from the member’s Rotary start date.

Section 10 - Honorary Membership. Honorary may be awarded to those Rotarians who were long term exemplary members of the Club and who, for various reasons, can no longer actively participate in regular meetings and/or events. This status is to be considered an honor for service and gives the recipient a continuation of belonging to the Club. The name of a candidate for Honorary status is proposed to the club’s Board of Directors, and the Board shall determine the election. This status remains in effect until revoked by the Board. Honorary members do not vote, cannot sponsor new members to the club, may not hold office and are exempt from any attendance requirements. The Honorary Member is a member of the club but not a member of Rotary and does not pay dues.

Article 7 Method of Voting

The business of this club shall be transacted by viva voce* vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by viva voce vote. Voting by ballot cannot be done during an audio or video conference but can be done by mail, email or other electronic means such as a survey.

**(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)*

Article 8 Five Avenues of Service

The Five 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 Generations Service. This club will be active in each of the five 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 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

International

This committee is tasked with staying current with the International events that Rotary International is engaged in an communicating and engaging this club in those where we can contribute.

Additional ad hoc committees may be appointed as needed.

The President shall be ex officio a member of all committees and, as such, shall have the privileges of membership thereon.

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.

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.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan)

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. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans as established by the beginning of each year for implementation during the course of the year. It shall be 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 maximum of six (6) months. Upon the expiration of a leave of absence the member will need to reapply in writing to the board for a leave of absence continuation.

(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 8, sections 3 and 4 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 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

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

Section 3 – All bills shall be paid by the Treasurer or other authorized officer only when approved by one other officer or director.

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

Section 5 - An auditing committee consisting of 3 club members appointed by the board of directors and officers will review all of the Treasurers activities every six (6) months at a minimum and more frequently as directed by the board. **Section 6** – 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 to be borne by the club.

Section 7 – 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 two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. 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 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 2 – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proper, through the club Secretary, of its decision.

Section 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 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 6 – Following the election, the president shall arrange for the new member's induction, 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 committee.

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 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 mailed or emailed 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.