

# **Bylaws of the Rotary Club of Oregon City**

## **Article 1: Definitions**

1. Club: The Rotary Club of Oregon City.
2. Board: The Board of Directors of this Club.
3. Director: A member of this Club's Board.
4. Member: A member, other than an honorary member, of this Club.
5. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
6. RI: Rotary International
7. Year: The twelve-month period that begins on 1 July.
8. Publication: Includes regular mail, email or newsletter.

## **Article 2: Board**

The governing body of this Club shall be the Board, consisting of up to 15 Members of this Club, including, at a minimum, the president, president-elect, secretary, treasurer, and the immediate past president.

## **Article 3: Election of Directors and Officers**

Section 1 - One month before elections, members nominate candidates for president, secretary, treasurer and any open Director positions. The nominations may be presented by a nominating committee, by members from the floor, or both. If a nominating committee is used, its members will be appointed as the Board may determine.

Section 2 - The nominations duly made shall be voted on at the annual meeting, The candidate who receives the majority of the votes for each office is declared elected to that office. 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 following the election, and shall assume office as president on 1 July immediately following.

Section 3-. If any officer or Board member vacates their position, the remaining members of the Board will appoint a replacement.

Section 4 - If any officer-elect or director-elect vacates a position, the remaining members of the Board-elect will appoint a replacement.

Section 5 - The terms of office for each role are:

President - one year

Treasurer - two years  
Secretary - two years  
All other Directors - one year

#### **Article 4: Duties of Officers**

Section 1 - The president presides at Club and Board meetings and performs other duties that ordinarily pertain to the office of the president. In the president's absence, at his or her discretion, the meeting shall be facilitated by the president elect or a past president of this Club.

Section 2 -The immediate past president serves as a Director on the Club's Board and perform such other duties as may be prescribed by the president or the Board.

Section 3 -The president-elect prepares for his or her year in office and serves as a Director and performs such other duties as may be prescribed by the president or the Board.

Section 4 -A Director attends Club and Board meetings. and perform such other duties as may be prescribed by the president or the Board.

Section 5 -The secretary keeps membership and attendance records. and perform such other duties as may be prescribed by the president or the Board.

Section 6 -The treasurer oversees all funds and provides an accounting of them and perform such other duties as may be prescribed by the president or the Board.. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of account, or any other club property.

#### **Article 5: Meetings**

Section 1 - Annual meeting. An annual meeting of This Club shall be held not later than December 31st of each year, to elect the officers and Directors who will serve for the next Rotary year.

Section 2 - The regular weekly meetings of this club shall be held on Wednesday at noon. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

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 are held each month. Special meetings of the Board are called with reasonable notice by the president, or upon the request of two (2) Directors or officers.

Section 5 - A majority of the Directors shall constitute a quorum of the Board.

Section 6- The method of voting, as well as the conduct of all Club meetings, shall be in accordance with Robert's Rules of Order.

### **Article 6: Dues**

Section 1 - Annual Club dues shall be determined by the Board of Directors to be paid before the applicant can qualify as a member.. Annual Club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, Club fees, and any other Rotary of district per capita assessment.

Section 2 - The membership dues are payable annually prior to the 30th of June, or semiannually, prior to 30th of June and the 31st of December.

### **Article 7: Method of Voting**

Section 1 - The business of this Club is conducted by voice vote, a show of hands (except in the election of officers and Directors which is conducted by ballot) or email. The Board may also provide a ballot for a vote on some resolutions.

### **Article 8: Committees**

Section 1 - This Club's committees comprise of the following, which include those listed in article 11, section 7, of the Standard Rotary Club Constitution

a. The president-elect, president, and immediate past president, will meet and work together to ensure continuity of leadership and succession planning.

b. Membership

This committee develops and implements a comprehensive plan for the recruitment and retention of members.

c. Public Image

This committee develops and implements plans to provide the public with information about Rotary and promotes the Club's service projects and activities.

d. Club Administration

This committee conducts activities associated with the effective operation of the Club.

e. Service Projects

This committee develops and implements educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

f. The Rotary Foundation

The Oregon City Rotary Foundation is a separate entity that develops and implements plans to support this Club through both financial contributions and program participation. Its elected Chair/president is a member of the Club Board.

g. Additional *ad hoc* committees may be appointed as needed, including, but not limited to, satellite clubs (See Article 12).

Section 2 - The president is an ex officio member of all committees.

Section 3 - Each committee's chair is responsible for the regular meeting and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

Section 4 - Club committees are charged with carrying out the annual and long-range goals of the Club based on the Avenues of Service, which are: Club Service, Vocational Service, Community Service, International Service and Youth Services.. 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.

Section 5- 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.

Section 6 - Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her 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 9: Leave of Absence**

Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing a Member from attending the meetings of the Club for a specified length of time.

(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 the Standard Rotary Club Constitution is not computed in the attendance record of the Club.)

## **Article 10: Finances**

Section 1 - Prior to the beginning of each fiscal year, the Board prepares a budget of estimated income and expenditures for the year, which stands as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be for Club operations and service projects.

Section 2 - The treasurer deposits all Club funds in a financial institution or institutions designated by the Board. All expenditures shall be in accordance with Board approved Club budget.

Section 3 - Bills are to be paid by the treasurer or another authorized officer. The treasurer or other authorized officer signs checks in the amounts authorized under the approved budget.

Section 4 - A qualified person conducts a thorough annual review of all financial transactions.

Section 5 - Club members will receive an annual financial statement of the Club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

Section 6 - The fiscal year is 1 July to 30 June.

## **Article 11: 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 membership committee. 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 - In lieu of seeking approval by the Club membership, the Club Board reserves the right to approve or disapprove of proposed members on behalf of the membership. The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Club membership committee, 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 - Should the Board decide to seek approval from the membership, it shall publish the proposed's name and classification for the club. 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 annual dues (if not honorary membership), as prescribed in the 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 membership committee 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 membership committee 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 project or function.

Section 7 - The Club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

## **Article 12: Corporate Membership**

Section 1 - The Club offers a corporate membership program for businesses and other large organizations including, but not limited to, government entities, professional practices, educational institutions and medical organizations. The corporate member will be an active, dues-paying Member the the Club and of Rotary. The Board will establish the dues for this membership type.

Section 2 - Qualifications. All corporate members must meet the regular requirements for membership in the Club and in Rotary.

Section 3 - Members. Subject to the approval of the Club's Board, these organizations may designate a primary corporate member, who is the president, chief executive, department head, general manager, or other role, and up to three additional members, who must be employed by said organization..

Section 4 - Attendance. All corporate members are required to meet the Club's attendance requirements and participation expectations.

Section 5 - Dues. Dues for corporate membership shall be established each year by the Club Board and shall include dues for the primary corporate member and each additional corporate member.

Section 6 - RI registration. All corporate members are full, active Members of the Club and count in the Club's and in Rotary's database.

Section 7 - Votes and quorum. All corporate members are active, dues-paying members of the Club and are eligible to vote on Club matters.

Section 8 - Holding office. All corporate members are active, dues-paying members of the Club and are eligible to hold office.

### **Article 13: Satellite Clubs**

Section 1 - Formation of a Satellite Club. As a committee of the Rotary Club of Oregon City, a satellite club may form with a minimum of eight (8) members and with approval of the Club's Board. All satellite club members are active, dues-paying Members of this Club and are eligible to hold office. When a satellite club grows to 20 members or more, it may choose to remain a satellite to this Club or apply for a charter to become a standalone Rotary club.

Section 2 - Satellite Club Oversight. This Club shall provide general oversight and support of a satellite club as deemed appropriate by the Board.

Section 3 - Satellite Club Board. A satellite board shall be responsible for the day-to-day organization and management of the satellite club and its activities, in accordance with Rotary rules, requirement, policies, aims, and objectives, under the guidance of this Club. It shall have no authority with, or over, this Club. For day-to-day governance, a satellite club shall annually elect two (2) officers, drawn from its members.

a. Chair: The chair leads satellite club meetings and reports to this Club's Board monthly. The chair may designate another member to provide the report to the Board on behalf of the satellite club.

b. Secretary: The secretary keeps attendance records, takes minutes of meetings, and provides communications to satellite club members.

Section 4 - The satellite club board shall have four (4) directors in addition to the elected officers. The officers and directors are nominated by satellite club members and elected by a majority vote of the satellite club members.

Section 5 - Satellite Club Meetings. A satellite club shall establish its own meeting schedule, time and location but must meet at least twice a month for purposes of project planning and activities, or participate in this Club's meetings, activities or projects.

Section 6 - Satellite Club Financials. Other than dues, any funds raised by the satellite club shall be held by this Club and/or the Oregon City Rotary Club Foundation and be earmarked for use by the satellite club. A satellite club cannot make any financial or other commitments without approval of both the satellite club board and this Club's Board.

Section 7 - Satellite Club Reporting Procedure. A satellite club shall annually submit to the president and Board of this Club a report on its membership, activities, and programs, accompanied by a financial statement, for inclusion in this Club's reports for its annual general meeting and any other reports that may, from time to time, be required by this Club.

#### **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 Club meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment is mailed or emailed to each Member at least twenty-one (21) days before such meeting. Changes to these Club bylaws must be consistent with the standard Rotary club Constitution, the RI Constitution and Bylaws,, and the Rotary Code of Policies.