

# BYLAWS OF THE ROTARY CLUB OF WEST LINN

## **Article 1 Definitions**

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|-----------|---|
| Board:    | The club's board of directors.  |
| Officer:  | The President, President-Elect, Immediate Past President, Treasurer and/or Secretary.   |
| Director: | A member of the club's board of directors.  |
| Member:   | A member of the club, other than an honorary member.  |
| Quorum:   | The minimum number of participants who must be present when a vote is taken: one-half of the club's members for club decisions and a majority of the directors for club board decisions. Members and Directors may vote by absentee ballot in advance of the meeting by providing their ballot to the club secretary. |
| RI:       | Rotary International.   |
| Year:     | The 12-month period that begins on 1 July.  |

## **Article 2 Board**

The governing body of this club shall be a Board of Directors, consisting of 5 (five) Officers, namely, the president, president-elect, secretary, treasurer, and the immediate past president. The Officers, at their discretion, may also nominate an even number up to six (6) additional Directors representing the committees of the club. Directors must be Members and be elected in accordance with article 3 of these bylaws.

## **Article 3 Elections and Terms of Office**

A nominating committee shall consist of the, currently active, past Presidents of the club, chaired by the Immediate Past President. The nominating committee shall present Officer nominations along with nominations from individual members as follows:

**Section 1—** On, or before, November 1<sup>st</sup> the Nominating Committee will ask active members for nominations for each office and committee via email, club newsletter, and verbally at a club meeting. One month before elections, reference Article 5 Section 1,-the names of Officer nominees for president, president-elect, immediate past president, secretary, treasurer, and any open Director positions shall be presented to the membership.

**Section 2 —** The candidate who receives a majority of the votes for each office is declared elected to that office.

**Section 3 —** If any Officer or Director 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 |
| President-Elect          | One Year |
| Immediate Past President | One Year |
| Treasurer                | One Year |
| Secretary                | One Year |
| Director(s)              | One Year |

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## **Article 4 Duties of the Officers**

**Section 1**— The president presides at club meetings, board meetings, and oversees club activities. In the absence of the President the immediate past president, or any past president may preside.

**Section 2** — The immediate past president serves as an Officer and director, on the club board.

**Section 3** — The president-elect prepares for their year in office and serves as a director and Officer.

**Section 4** — The secretary keeps membership records and meeting minutes. The secretary may keep attendance records at the Board's discretion.

**Section 5** — The treasurer oversees all funds and provides periodic and annual accounting of them. See also Article 9 regarding the annual review of the club's finances.

## **Article 5 Meetings**

**Section 1**— An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

**Section 2** — This club meets as described below. A written notice of any change or cancellation of the regular meeting will be given to all club members. Meetings can occur in person, via an online video communications program (such as Zoom) or any hybrid version as determined by the Board.

- I. The first and third Thursday of each month, a club meeting at a date, time and location to be decided and announced by the Board.
- II. The second Thursday of each month, a social meeting to be determined by the Board and/or the Club Service Chair.
- III. The fourth Thursday of each month, the Business/Board meeting.

**Section 3** — Board meetings shall be held, at least 10 times per Rotary Year. Special meetings of the board are called with reasonable notice by the President or upon the request of two directors.

**Section 4** – The Board can change the date, time and/or location of any specific meeting with proper written notice to all club members.

**Section 5** – A quorum for the Board requires a majority of the Board members be present.

## **Article 6 Dues**

**Section 1** – Individual and Family Memberships: Dues for the following Rotary Club year are recommended by the President-Elect and approved by the Board at its April meeting. Dues and fees shall be set to cover all administrative and operational costs and no Charitable Giving dollars will be used for these purposes. A one-time Initiation Fee of \$100 will be charged to new members. Dues may be prorated by the Board for new members. Dues will be billed on June 1 due by June 30<sup>th</sup> and considered delinquent on July 15<sup>th</sup>. Annual dues may be paid in full, monthly, quarterly, or semi-annually.

**Section 2** – Corporate and Government Memberships: Dues will be set annually as above. No Initiation Fee. Annual dues are for each corporate designee and may be paid in full, monthly, quarterly, or semi-annually.

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**Section 3** – Satellite Club Memberships: Dues will cover administrative and operational costs. They may be paid annually or prorated throughout the year as agreed upon collectively by the satellite and sponsoring club officers. Annual dues may be paid in full, monthly, quarterly, or semi-annually.

**Section 4** – Dues Scholarship: a member can seek a scholarship to be paid by the Club to be determined by a majority vote of the Board.

## **Article 7 Method of Voting**

The business of this club is conducted by voice vote or a show of hands. The board may also provide a ballot for a vote on some resolutions or provide a digital vote (in whole or in part), such as through e-mail.

## **Article 8 Committees**

**Section 1**— Club committees coordinate their efforts to achieve the club's annual and long-term goals.

**Section 2** — The president is an *ex officio* member of all committees and, as such, has all the privileges of membership.

**Section 3** — 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 on all committee activities.

**Section 4 – Standing Club Committees include but are not limited to the following:**

- I. Community Service
- II. Vocational Service
- III. Youth Service
- IV. Membership
- V. Rotary Foundation
- VI. Public Image
- VII. International Service
- VIII. Fundraising
- IX. Additional Committees may be appointed as approved by the President

## **Article 9 Finances**

**Section 1**—The President Elect, should begin working with the Officers and Directors elect before each fiscal year starts, to prepare an annual budget of estimated income and expenditures.

**Section 2** — The treasurer deposits club funds in a financial institution or institutions designated by the board.

**Section 3** — Bills are paid by the treasurer and/or another individual authorized by the Board as a signatory. Members shall request reimbursement for club expenses in writing to the Treasurer and/or a club Officer to authorize the payment. If the payment is to be made to the signatory, the signatory must seek approval from another club Officer in writing.

**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.

**Section 6** — The fiscal year is from 1 July to 30 June.

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## **Article 10 Method of Electing New 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 membership chair. 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 approve or disapprove proposals either through regular board meetings or by unanimous survey and notify the proposer, through the membership chair, of its decision.

**Section 3** – If the decision of the board is favorable, the Membership Chair will notify all Active Club Members, via email, and, if no written objection to the proposal of the club within seven (7) days following publication, ~~person,~~ shall be considered to be elected to membership subject to payment of the initiation fee and annual dues. If any such objection has been filed, the board ~~shall~~ vote on this matter at its earliest opportunity and make final determination of membership status. (Note: Only Active Club Members should be included in the publication of proposed Members prior to final Board approval).

**Section 4** – Following the election, the membership chair shall arrange for the new member's induction, and new member Rotary literature. In addition, the Membership chair will request the secretary to report the new member information to RI and the Membership chair will assign a mentor to assist with the new member's assimilation to the club.

**Section 5** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board for a term of 1 year.

## **Article 11 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending notice to each member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.