**Bylaws of the Rotary Club of Sisters, Oregon**

**Revised November 8, 2022**

**Article 1 Definitions**

1. Board: The Board of Directors of this club.

2. Director: A member of this club's Board of Directors.

3. Member: A member, other than an honorary member, of this club.

4. RI: Rotary International.

5. Rotary Year: The twelve-month period that begins on 1 July and ending June 30 of the following year.

6. A Quorum is majority of the directors present for Board decision; and one-third of the club’s members for club decisions.

**Article 2 The Board**

The governing body of this club shall be the board consisting of nine (9) members of this club, namely, the president, president-elect, president-nominee or vice president, immediate past president, secretary, treasurer, TRF chair, service projects chair, membership chair and one at-large member.

**Article 3 Election of Directors and Officers**

**Section 1** – The election of officers shall be held on the first Tuesday in December. A nominating committee shall be appointed by the board of directors. At a regular club meeting two weeks prior to the meeting for election of officers, the nominating committee shall present candidates for president-nominee (PN) who shall serve as president of the club in the Rotary Year after the next Rotary Year, vice president, secretary and treasurer. The presiding officer shall ask for nominations by members of the club for president-nominee, vice president, secretary and treasurer at this meeting and the next meeting of the club. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted on at the first club meeting in December. The president-nominee shall take the title of President-elect on 1 July in the year prior to taking office as president. Candidates receiving a majority of the votes shall be declared elected to their respective offices.

**Section 2** – The president, president-elect, vice president, and president-nominee, secretary and treasurer, together with the immediate past president will select some members of the club to act as chairs of membership, service projects, the Rotary Foundation, sergeant-at-arms and directors of the five avenues of service.

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

**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 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.

**Section 3 – Vice President.**  It shall be the duty of the vice president to preside at meetings of the club and the board in the absence of the president.

**Section 4 – 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 semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have 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 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. Report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; collect and remit RI official magazine subscriptions. 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 6 – Immediate Past President**. The IPP Is a member of the board, provides advice to incoming president and chairs the Nominating Committee.

**Section 7 – Sergeant-at-Arms.**  The duties of the sergeant-at-arms shall be such as are usually prescribed for such office to maintain order in club meetings, and other duties as may be prescribed by the president or the board.

**Article 5 Meetings**

**Section 1 – Annual Meeting.**  An annual meeting of this club shall be held on the first Tuesday in December in 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.** The regular weekly meetings of this club shall be held on Tuesdays at 12:00 noon. Due Reasonable 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 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 member’s 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 9, sections 1 and 2.

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

**Section 4 – Board meetings.** Regular meetings of the board shall be held each the first Tuesday of every other month (schedule to be published by the president). 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.

**Section 5 – Board Quorum.** A majority of the directors shall constitute a quorum of the board.

**Article 6 Fees and Dues**

**Section 1 – Initiation Fee.**  The initiation fee of $50.00 shall be paid after the applicant is accepted as a member. This fee shall be waived for prior Rotarians. The amount of this fee shall be determined by the board of directors.

**Section 2 – Membership Dues.** The membership dues shall be payable at the beginning of each quarter beginning July 1, with the understanding that a portion of each quarterly payment shall be applied to each member’s subscription to the RI official magazine which includes RI per capita dues, a subscription to The Rotarian, district per capita dues, club fees, and any other Rotary or district per capita assessment. The amount of the dues shall be determined by the board of directors.

**Section 3 – Fees for Meals**. The board of directors may establish the fee for meals that shall be payable at the beginning of each quarter.

**Article 7 Method of Voting**

The business of this club shall be transacted by via voice vote except the election of officers, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than via voice vote.

**Article 8 Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the five 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, appointing committee chairs, and conducting planning meetings prior to the start of their 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.
* **The Rotary Foundation** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
* **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.
* **Committees supporting the 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 Avenues of Service, as applicable.

**Additional ad hoc committees may be appointed as needed**.

**For all committees:**  (a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon; (b) 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 any action until a report has been made and approved by the board; (c) 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.

**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 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 9 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 not to exceed twelve (12) months.

**Article 10 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.

**Section 2 –** The treasurer shall deposit all club funds in a bank, named by the board.

**Section 3 –** All bills shall be paid by the treasurer or other authorized officer only when approved by the president or board of directors.

**Section 4 –** A thorough review of all club financial transactions by a qualified person shall be made once each year and the CT-12 and 990N reports must be file annually.

**Section 5 –** The fiscal year of this club shall extend from 1 July to 30 June of the following year, and for the collection of members' dues shall be divided into four (4) quarterly periods. 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 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 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 proposer, 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 –** The membership proposal shall be published in the club bulletin and at the club meetings for the next two weeks. 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, dues and other fees (if not honorary membership) 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, due and other fees (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, membership card, 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 project or function. **Section 7 –** The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

**Section 1 -** A current member (Sponsor\*) submits a prospective member’s name to the Membership Chair. The Membership Chair alerts the club Board of Directors via email (or at the next board meeting) of the prospective member and seeks approval to have Sponsor pursue a Membership Proposal Form.

**\*** A transferring, or former member of another club may be proposed for membership by the former club.

**Section 2 -** Provided the Board of Directors approves moving the prospective member forward for membership consideration, the Sponsor will be notified and can share with the prospective member the club’s membership process, financial and time commitments, answers any questions, and assures the prospective member understands that membership is not automatic. The Sponsor should continue to invite the prospective member to attend the meeting(s) and service projects, where appropriate. In the case of a transfer, the former Club will be contacted to provide input.

**Section 3 -** At a point in time, the Sponsor and proposed member agree that a formal request (Membership Proposal Form) should be submitted by the Sponsor to the Secretary, President, and Membership Chair. The Membership Chair emails the current club members and/or publishes the proposed member’s name for a minimum of 2 weeks in the Club bulletin. The timeframe can be shortened upon direction by the Club President. The Club Board of Directors has final approval of a new Club member.

**Section 4 -** The Membership Chair provides any feedback to The Board of Directors and asks for an approval (or rejection) of the proposed member’s request for membership and notifies the Sponsor. The Sponsor relays the decision to the proposed member and outlines the next steps.

**Section 5 -** The President works with the Sponsor and newly elected member to schedule an induction ceremony at the next appropriate meeting date, allowing for them both to attend.

**Article 12 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 13 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 either emailed or mailed 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.