

Bylaws of the Rotary Club of Sisters, Oregon

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. Honorary member: Honorary membership is used to recognize people who have distinguished themselves by meritorious service and embody Rotary ideals, or those considered friends of Sisters Rotary for their support of Rotary's causes. They are exempt from paying RI dues, not permitted to vote on club matters or hold office; not included in clubs membership numbers.
4. RI: Rotary International.
5. Rotary Year: The twelve-month period that begins on July 1 and ends June 30 of the following year.
6. Quorum: the 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 eleven (11) members of this club, namely, the president, president-elect, president-nominee or vice president, the immediate past president, secretary, treasurer, The Rotary Foundation (TRF) chair, The Sisters Rotary Foundation Chair, service projects chair, public image chair and membership chair.

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 July 1 in the year prior to taking office as president. Candidates receiving a majority of the votes shall be declared elected to their respective offices for the upcoming Rotary Year.

Section 2 – Section 2 – The president, president-elect, vice president, president-nominee, secretary, and treasurer, together with the immediate past president and the Sisters Rotary Foundation Chair will select members of the club to act as chairs of membership, service projects, The Rotary Foundation, and public image.

Section 3 – A vacancy on 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 board meetings; and perform other duties as usually pertaining 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. The treasurer shall report as required to RI, including the semiannual reports of membership on January 1 and July 1 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 funds for 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 an ex officio member of the board and provides advice to incoming president and chairs the nominating committee.

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 – Regular Meetings. The regular meetings of this club shall be held on the first and third Tuesdays of each month or more often as circumstances prevail and called by the board at 12:00 p.m. Reasonable 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 membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Board Meetings. The board shall meet regularly, quarterly at minimum, to conduct club business. A yearly calendar will be published in June, for the upcoming Rotary Year, that outlines the board meeting schedule. 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, 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

Section 1 – Club. The business of this club shall be transacted via voice vote except for 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. When due to reasons of health or urgency, votes may be taken by email or other suitable electronic means.

Section 2 – Board of Directors. The board of directors shall primarily conduct its business at regularly scheduled board meetings. If a time-sensitive vote is necessary between meetings, the board may hold a vote via email. In such cases, the president will initiate the vote and record all responses. Any decision made through email voting will be added to the agenda of the next board meeting for official record-keeping.

Article 8 Committees

Club committees are charged with carrying out the annual and long-range goals of the club. 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.
- **Public Image:** This committee is responsible for media relations, advertising and marketing, the website and social media.
- **Club Administration:** These duties are handled by senior officers of the club and do not function as a stand-alone committee. Duties include club programs, club communication, and social events.

For all committees: (a) The president shall be an 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 their year. In declaring the duties of each, the president shall reference to appropriate RI materials and the Five 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 incoming president 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 board will review and approve the budget prior to submitting it to the membership for approval.

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- Budgeted expenditures that exceed either 10% or \$500 above the original budgeted amount, whichever threshold is reached first, board approval is required. The president may authorize an increase in allocation up to this 10% or \$500 limit without additional board approval.

Section 5 – A review of club financial transactions by a qualified person (i.e. a CPA) shall be made once each year and forms Oregon CT-12 and Federal 990N shall be filed promptly on or before the due date.

Section 6 – The fiscal year of this club shall extend from July 1 to June 30 of the following year, and for the collection of members' dues shall be divided into four (4) quarterly periods. The payment of RI per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

Article 11 Method of Electing Members

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 the 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 two (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 The Rotarian Code of Conduct

All club members shall agree to follow The Rotarian Code of Conduct, which states the followings:

As a Rotarian, I will:

1. Act with integrity and high ethical standards in my personal and professional life
2. Deal fairly with others and treat them and their occupations with respect
3. Use my professional skills through Rotary to mentor young people, help those with special needs, and improve people's quality of life in my community and in the world
4. Avoid behavior that reflects adversely on Rotary or other Rotarians
5. Embrace diversity and promote an environment that is free of any form of harassment based on any characteristic including age, ethnicity, race, color, disability, religion, socioeconomic status, culture, sex, sexual orientations, or gender identity. Help maintain a harassment-free environment in Rotary meetings, events, and activities; report any suspected harassment; and help ensure non-retaliation to those individuals that report harassment. (<https://my-cms.rotary.org/en/document/rotary-diversity-equity-and-inclusion-code-conduct> <https://my-cms.rotary.org/en/document/ri-programs-code-of-conduct>)

Article 14 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of 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.

Approved by Membership on 11/19/2024.