

## **Second Amended Bylaws of the Rotary Club of ASHLAND, OREGON**

### **Article 1 Definitions**

1. Board: The club's board of directors
2. Director: A member of the club's board of directors
3. Member: A member of the club, other than an honorary member
4. 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
5. RI: Rotary International
6. District: 5110
7. Year: The 12-month period that begins on 1 July

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### **Article 2 Board**

The governing body of this club is its board of directors, consisting of the club's president, immediate past president, president-elect, secretary, treasurer, and eight (8) elected active members of the club, all of whom shall be voting members. The club president may also appoint a vice president or assistant to the president who shall serve on the board as a non-voting member during the term of the appointing president.

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

Section 1 — The club's nominating committee is responsible for identifying candidates for president, president-elect, president-elect-nominee, and other directors' election to the club's board. The nominating committee is also responsible for nominating candidates for election to the board of the Ashland Rotary Foundation in accordance with its bylaws.

Section 2 -- In order to be eligible for election to the board, a member must have been a Rotarian for at least one year. In order to be eligible for election as president-elect nominee, a member must have served a 2-year term on the board of directors of the Rotary Club of Ashland by the time s/he becomes president-elect. Each year the nominating committee shall present a candidate for president-elect nominee of the Club to assume the presidency of the club immediately following the president-elect's term as president, and four active club members for election to two-year board terms to take office on July 1 following election. Elections shall be conducted by the end of December each year. The nominating committee shall announce its nominations to the club at least seven days in advance of the election date. Additional nominations may be taken from the floor when announced but no additional nominations may be taken on the date of the election.

Section 3 — The candidate who receives a majority of the votes for each office is declared elected to that office. In the event of a tie vote during an election, the tie will be broken with a coin toss conducted by the presiding officer.

Section 4 — If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.

Section 5 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

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Section 6 -- The club secretary and club treasurer are not elected positions but serve with the consent of the club president. For purposes of continuity in these important roles, members are encouraged to serve for at least three consecutive years.

Section 7 — The terms of office for each role are:

President — one year

Vice President or Assistant to the President (if any) — one year, at the pleasure of the president

Treasurer — one year minimum, and preferably for at least three (3) successive years, at the pleasure of the president

Secretary — one year minimum, and preferably for at least three (3) successive years, at the pleasure of the president

Director — two years with four (4) directors elected each year

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

Section 1 — The president presides at club and board meetings.

Section 2 — The immediate past president serves as a director on the club board.

Section 3 — The president-elect prepares for his or her year in office and serves as a director.

Section 4— A director attends club and board meetings and carries out duties as assigned by the president.

Section 5 — The secretary keeps membership and other required records, takes minutes at board meetings, maintains the club's corporate records, and assists the club president in the operational management of the club

Section 6 — The treasurer oversees all funds and provides an annual accounting of them and assists the president in fiscal and asset management of the club.

Section 7 - A vice president or assistant to the president carries out operational duties as assigned by the president.

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### **Article 5 Meetings**

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

Section 2 — This club meets as follows: *Thursday noon*. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

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### **Article 6 Dues and Fees**

Annual club dues and fees shall be set during the annual budgeting process and approved by the board of directors. Members are billed by the treasurer. Dues are paid semi-annually together with meals and venue charges unless other arrangements have been made with the treasurer and approved by the president or per board policy. Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees (such as a new member admission fee), and any other Rotary or district per capita assessment.

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**Article 7 Method of Voting**

Section 1 – The business of the club is conducted by voice vote or a show of hands except in the election of officers and directors, which can be conducted by ballot if the club president so determines. The board may also provide a ballot for a vote on some resolutions.

Section 2 – The business of the board of directors normally is conducted in person; however, the board may take action (vote) or hold meetings utilizing electronic mail (email), internet, or other technology to increase responsiveness. Votes may be taken by technological means (technology determined by club president), guided by the issue involved. Use of Email or similar methods (without real time) shall be in accordance with Oregon law, ORS 65.201 to 65.254.

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**Article 8 Committees**

Section 1 — Club committees coordinate their efforts to achieve the club’s annual and long-term goals. The Rotary Club of Ashland has committees in club administration, membership, public image, Rotary Foundation and service projects, consistent with article 13, section 7 of the Club’s Constitution.

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.

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**Article 9 Finances**

Section 1 — Before each fiscal year starts, the board reviews and approves an annual budget of estimated income and expenditures as prepared by the treasurer and other officers.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board. Any funds maintained by the club for service projects shall be accounted for distinctly from funds for club operations.

Section 3 — Bills are paid or authorized to be paid by the treasurer or another authorized officer,

Section 4 — The board or its designee shall conduct a thorough annual review of all financial transactions.

Section 5 — Club members will receive an annual financial report of the club.

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

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**Article 10 Method of Electing Members**

Section 1 — A member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members.

Section 2 — The board approves or rejects the candidate’s membership within 30 days and notifies the proposing member of its decision.

Section 3 — If an objection is received, the club secretary shall conduct an investigation

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and report back to the board with a recommendation on whether the membership approval should be reconsidered.

Section 4 – Following publication and in the absence of objection or upon the board’s decision following an objection, the prospective member shall be inducted into the club.

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**Article 11 Business Membership**

Section 1 - **Qualifications.** The club may offer a business membership for businesses, professional practices, government entities, educational institutions, and nonprofit organizations. Employees of any business with a place of business or employees in Ashland, Oregon are eligible to participate in the business membership.

Section 3 - **Members.** Subject to the approval of the club’s board, a business membership will include a minimum of one business representative who will individually become a member of the Club and Rotary International in accordance with Article 10 above and the club’s procedures for inducting members, and up to two people as business associate members of the club.

Section 4 - **Attendance.** Attendance and participation requirements may be met by any of individuals representing the business approved by the board, and any of these individuals are entitled to attend any regular meeting of the club or any other Rotary club as determined by that club.

Section 5 - **Dues.** Dues and meals costs for the business membership are set in accordance with the Club’s annual budgeting procedures and payable as are other club memberships. Should more than one person associated with the business membership attend the same Rotary meeting, the additional person(s) will be required to cover the cost of their meals.

Section 7 - **Votes and quorum.** For the purpose of general meetings and club matters, the business representative reported as an active, RI dues paying member is eligible to vote.

Section 8 - **Holding elected office.** Any Club, District and RI dues-paying member listed in Rotary International’s database, which includes the business representative, is eligible to hold office. Business associate members who are not listed on the Rotary International database as active members are not eligible.

**Article 12 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member at least seven (7) 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.

A quorum being present, these First Amended Bylaws were adopted by vote of the club’s membership at its regular meeting on May 24, 2018, and the Second Amended Bylaws were adopted by the club’s membership at its regular meeting on February 10, 2020.

Attest: s/ Elisabeth Zinser, Club President 2017-18  
s/ Alan Harper, Club President 2019-20