

Amended Bylaws
Rotary Club of Eugene Delta
June 2022

ARTICLE 1

GOVERNANCE

Section 1. Board of Directors

The governing body of the Rotary Club of Eugene Delta shall be the Board of Directors. The Board of Directors shall consist of the President, President-Elect, President-Nominee, Immediate Past President, Secretary, Treasurer (or Secretary/Treasurer) and seven (7) Board Members elected in accordance with ARTICLE II of these Amended Bylaws.

Section 2: Duties of Officers

A. President

1. Duties. It shall be the duty of the President to preside at meetings of the club and the Board of Directors. It shall also be the duty of the President to publish an informative weekly email to the membership and perform such other duties related to governance of the club.

2. Appointment of Committees

a. The President may, at his/her/their discretion, appoint committees to carry out the work of the club. The President shall have discretion to appoint the committee chair and its members for a term of service concurrent with the Rotary year in which the President holds office. The President shall be an *ex-officio* member of each committees with all privileges arising from such membership, including the right to vote.

b. The President shall annually appoint one (1) Member of the Board of Directors to serve as a liaison between the Board of Directors and the committees which represent the Board Member's assigned avenue of service. These avenues of service may include, but not be limited to, Membership, The Rotary Foundation, Public Image, International Service, Community Service, Youth Services, Club Programs, and Club Service. The assigned Board Member shall supervise and coordinate the work of all committees appointed under the assigned avenue of service. The rotation of Board Members to serve as a liaison to a different avenue of service after one year is encouraged to increase exposure of Board Members to different aspects of club operations and facilitate preparation for potential future club presidents. A second change may be made following the second year of service as a Member of the Board of Directors.

3. Resignation. Upon resignation of the President before the end of his/her/their term, the President-Elect shall assume the duties of President for the remainder of the Rotary year. At the end of the Rotary year, the President-Elect shall continue service as club President until the end of the following Rotary year. A special election will be conducted in accordance with Article II if the President-Elect resigns before becoming President.

4. Removal. The Board of Directors may, within its discretion, remove the President from office for nonfeasance, malfeasance, or violation of the Four Way Test upon a majority vote of all members of the Board of Directors.

B. President-Elect. It shall be the duty of the President-Elect, who has attended President-Elect Training Seminar (PETS) to preside at meetings of the club and the Board of Directors in the absence of the President. A Past President shall preside if the President-Elect is ineligible to do so. It shall also be the duty of the President-Elect to convene the Nominating Committee and perform such other duties related to governance of the club. The President-Elect shall become President upon completion of the President-Elect's one (1) year term, or earlier in the event the President or the Board of Directors elects to end the term of the President before the end of the Rotary year in which the President serves.

C. President-Nominee. It shall be the duty of the President-Nominee to attend the meetings of the club and the Board of Directors, to assist the President and President-Elect in the performance of their duties. The President-Nominee shall become President-Elect when the President-Elect becomes President.

D. Secretary

1. Duties. It shall be the duty of the Secretary to follow the mandates of Articles I, II, III, and VI. The Secretary shall also:

a. Record, publish to the Board of Directors, and preserve the minutes of the of the Board of Directors;

b. Prepare and submit required reports and forms to Rotary International and the Rotary District;

c. Prepare and maintain club records regarding membership, attendance and election, including, but not limited to, election results. Prepare and maintain records of other matters as requested by the Board of Directors and/or President;

d. Prepare and publish notices regarding meetings of the club and Board of Directors; and

e. Perform such other duties related to record keeping and club administration.

2. Transfer of Materials. When the Secretary is no longer serving in that position, he/she/they shall deliver and make available to the incoming Secretary or to the President all records, files, including computer files, software, hardware, or any other club property in the Secretary's possession or control.

E. Treasurer

1. Duties. It shall be the duty of the Treasurer to follow the mandates of Articles IV and V. The Treasurer shall also:

- a. Maintain custody of all funds;
- b. Provide monthly accounting of all funds to the Board of Directors; and
- c. Perform such other duties related to supervision and execution of the club's financial matters.

2. Release and Transfer of Materials. When the Treasurer is no longer serving in that position he/she/they shall deliver and make available to the incoming Treasurer or the President all funds, any and all financial records, including but not limited to, all record keeping materials such as ledgers, journals, bank statements, tax documents, memoranda, written communication to and from accountants and bookkeepers, including their work product, files, computer files, software, hardware, or any other club property in the Treasurer's possession or control.

F. Immediate Past President. It is the duty of the Immediate Past President to preside at the meetings of the club and Board of Directors in the absence of the President and President-Elect who has attended PETS. The Immediate Past President shall assist the President and President-Elect in the performance of his/her/their duties as related to the governance of the club. It shall also be the duty of the Immediate Past President to chair the Past Presidents Committee for the purpose of engaging and retaining Past Presidents of the club.

ARTICLE II

ELECTION OF DIRECTORS AND OFFICERS

Section 1: Appointment of Nominating Committee. No later than the first club meeting in September each year, the President shall appoint a five (5) person Nominating Committee

composed of the President, President-Elect, a Past President and two other club members. The Nominating Committee shall select nominees for election by the membership at large for the offices of President-Nominee, Secretary, Treasurer and two (2) board positions on the Board of Directors, which shall become vacant on July 1st of the following year. No member of the Nominating Committee shall be nominated for election. The following shall govern the selection of the nominees by the Nominating Committee.

A. Number of Nominees. It is preferred that there be at least two (2) nominees for each board position becoming vacant on July 1st of the following year. One nominee for each board position becoming vacant may be presented for election if there are not enough willing candidates. Nominees must express a willingness to regularly attend scheduled meetings of the club Board of Directors.

B. President-Nominee Qualifications. There shall be a minimum of one nominee for the office of President-Nominee. The candidate must be have served as a:

1. Current member of the Board of Directors with at least one year of service on the Board of Directors;

2. Past member of the Board of Directors;

3. Past President of a Rotary club; or

4. Chair of The Rotary Foundation Committee of the Rotary Club of Eugene Delta.

5. In the absence of a qualified candidate under Article II (1)(B), the Board of Directors shall select a candidate by vote of the majority of all Board members.

C. Secretary. There shall be either one (1) or two (2) nominees for the office of Secretary all of whom must express a willingness to serve as Secretary.

D. Treasurer. There shall be either one (1) or two (2) nominees for the office of Treasurer, all of whom must express a willingness to serve as Treasurer.

Section 2: Election of Officers and Board Members. The membership at large shall elect all Officers and Directors except Sergeant-at-Arms, who shall be appointed by the President. The procedure for election by the membership at large shall be as follows:

A. The club membership shall be notified of the names of the nominees selected by the Nominating Committee by email to the membership, inclusion on www.deltarotary.org, and an announcement from the podium at a regular meeting for the last two club meetings immediately prior to the election. At those same meetings, the membership shall be

offered the opportunity to nominate from the floor an unlimited number of candidates who meet the qualifications of Article II (1)(B). After completion of the nomination process, the Secretary shall have prepared a paper ballot that sets forth the names of all nominees and the positions for which they have been nominated. The ballot shall be distributed to the membership physically attending the Annual Meeting at the first club meeting in December when the election is conducted. The distribution of ballots shall be conducted by the President-Elect with the assistance of two (2) Past Presidents who shall tally and report election results. All voting procedures will be managed in accordance with the Four Way Test.

B. The person receiving the greatest number of votes for the office of President-Nominee shall be elected. The newly-elected President-Nominee shall immediately assume office and serve until he/she/they take office as President-Elect the following June 30th. The person receiving the greater number of votes for each of the offices of Secretary and Treasurer, respectively, shall be elected to that office for a term of one (1) year. The two (2) persons receiving the greatest number of votes for the position of Board Member shall be elected to the Board of Directors for a term of three (3) years. The term of service for all Officers and Directors other than the President-Nominee shall begin the following July 1st and continue until June 30th of the year in which the term expires

C. In case of a tie or ties, another ballot bearing the names of the candidates who tied shall be presented to the membership, no later than the following regular club meeting. Voting shall continue on successive ballots until the tie is resolved by one candidate receiving more votes than the other.

Section 3: Filling Vacancies. A vacancy on the Board of Directors or in any office, shall be filled by the Board of Directors by a majority vote of all Board Members.

ARTICLE III

OPERATIONS

Section 1: Meetings

A. Annual Meeting. The annual meeting of the club for the purpose of electing Officers shall be held on the first Friday of December.

B. Regular Club Meetings. The regular weekly meeting of the Rotary Club of Eugene Delta shall be held every Friday at Noon. Whenever possible, members shall be given two weeks advance notice of a cancellation or change in the time or location of a regular meeting. Notice shall be made by email to the membership, inclusion on www.deltarotary.org, and an announcement from the podium at a regular meeting.

C. Meetings of the Board of Directors.

1. **Timing and Notice.** The Board of Directors shall meet on the third week of each month at a time and location determined by the President at the commencement of her/his/their term unless circumstances prevent. Members of the club and Board Members shall be notified of any change regarding the time, location, and occurrence of the monthly meeting at least seven (7) days before the regularly scheduled meeting. Notice shall be made by email to the membership, inclusion on www.deltarotary.org, and an announcement from the podium at a regular meeting. Special meetings of the Board of Directors may be called within the discretion of the President or upon request of two (2) Members of the Board of Directors. Any regular or special board meeting may be conducted in any manner, including but not limited to, electronic means, so long as all participants are able to fully listen, discuss, and vote during the meeting.

2. **Business Conducted by Voice Vote.** The business of the Rotary Club of Eugene Delta shall be conducted by voice vote except for the election of Directors and Officers, which shall be by ballot as set forth in Article II (2).

3. **Resolutions** The Rotary Club of Eugene Delta will not be obligated or committed to any matter until it has been considered by the Board of Directors although each committee may transact business within the authority delegated by the President and with his/her/their approval. Any resolution or motion presented at a club meeting shall be referred to the Board of Directors without discussion.

4. Authorized Board Action Without a Formal Meeting: The Board of Directors may take action without a formal meeting, if all of the Directors entitled to vote on any action that is required or permitted to be taken at a meeting of the Board of Directors submit a signed or electronic mail consent describing the action taken. The consents represent votes approving action and must be included in the minutes reflecting the action taken. Unanimous consent of the Board Members is required. Approval shall be effective when all of the Board members sign the consent and the final electronic mail confirmation is received by the President.

D. Quorums

1. Club Meeting Quorum. Notwithstanding Article VII, Section 2 regarding the quorum needed for passage of an amendment to club Bylaws, one-third of the dues paying

membership shall constitute a quorum for purposes of conducting club business and voting at the annual or regular meeting of the club.

2. Board Meeting Quorum. A majority of the total number of Board members shall constitute a quorum of the Board of Directors.

ARTICLE IV

FINANCIAL MANAGEMENT

Section 1: Fiscal Year. The fiscal year of the Rotary Club of Eugene Delta shall extend from July 1st to June 30th.

Section 2: Annual Budget. At the beginning of each fiscal year, the Board of Directors shall prepare or cause to be prepared a budget of estimated income and expenditures for the year. Approval of the proposed budget shall be considered at the first meeting of the Board of Directors for the fiscal year and every meeting thereafter until a budget is formally adopted. All club expenditures shall be limited to the amounts specified for the respective purposes in the budget adopted by the Board of Directors unless otherwise approved by a majority vote of the Board of Directors.

Section 3: Authority and Responsibility of Treasurer.

A. Payment of Club Expenses. In addition to the duties and responsibilities enumerated in Article I (E), the Treasurer is authorized to pay all bills of \$500 or less when approved in writing by the Chair of the appropriate committee or club officer. Expenses must be included in the annual club budget approved by the Board of Directors to be reimbursable. Unbudgeted expenses must be approved by the Board of Directors before they can be reimbursed.

B. Depositing of Funds. The Treasurer shall deposit all funds of the club in a financial institution named by the Board of Directors.

Section 4: Review. A review of all of the club's financial transactions shall be conducted each year before June 30th by a committee comprised of two (2) qualified club members designated by the Board of Directors.

ARTICLE V

FEES AND DUES

Section 1: Initiation Fee. An initiation fee shall be paid before the applicant can join as a member unless the new member is a Rotarian in good standing transferring from another Rotary club.

Section 2: Dues. Semi-annual dues shall be paid by each member of the club. The collection of members' dues may be divided into two (2) semi-annual periods from July 1st to December 31st, and January 1st to June 30th. The semi-annual dues shall be paid on the first day of July and January. Any member may pay the entire year's dues on July 1st. Annual club dues include Rotary International per capita dues, a subscription to *The Rotarian* or a Rotary regional magazine, Rotary District per capita dues, club fee, and any other Rotary or Rotary District per capita assessment. The failure to timely pay club dues shall result in the termination of club membership.

Section 3: Determination of Dues and Fees. The initiation fee and semi-annual dues shall be determined by the Board of Directors. Notice of any change in fees or dues shall be made by email to the membership, inclusion on www.deltarotary.org, and an announcement from the podium at a regular meeting for at least two (2) weeks immediately prior to the effective date of the change.

ARTICLE VI

CLUB MEMBERS

Section 1: Method of Electing Members

A. Membership Proposal

Any member of the club may propose a new member by submitting a written application for membership to the Secretary. The membership application shall be submitted to the Board of Directors after the Secretary has assigned a classification for the proposed member. The Board of Directors shall approve or disapprove the membership proposal based upon a majority vote of all members of the Board of Directors. The Secretary will notify the member proposing the new member regarding the decision of the Board of Directors.

B. Notice of Proposed Membership

If the decision of the Board of Directors is favorable, club members shall be notified regarding the name of the prospective member along with his/her/their classification by email to the membership, inclusion on www.deltarotary.org, and an announcement from the podium at a regular meeting for two (2) consecutive weeks. The notice shall inform club members they may exercise the right to challenge the proposed membership by presenting a written statement of the reasons for the objection to the Secretary within ten (10) days of

the first notification to club members of the name of the prospective member. The Secretary shall immediately communicate and forward any such objection to the Board of Directors for consideration.

C. Rotary Information Committee Meeting and Induction

If no written objection to the proposal is received by the Board of Directors from any member of the club within the ten (10) day period, the club member who proposed the new member, together with at least one member of the Rotary Information Committee, shall meet with the new member. During the meeting, they shall inform the prospective member(s) of the purpose of Rotary, the Four Way Test, and the privileges and responsibilities of club membership. If the new member is willing to commit to the principles of Rotary by following the Four Way Test, they shall be elected to membership after completion of the club information form and payment of the initiation fee and club dues as set forth in ARTICLE V. After the Rotary Information Committee meeting, the new member shall be formally inducted as a member at a regular meeting of the club.

D. Objection to Proposed Membership

The Board of Directors shall consider any properly filed objection at any regular or special meeting of the Board of Directors during which a vote will be taken to approve the proposed member. Membership of the proposed member will be approved unless there are two (2) votes in opposition cast by Members of the Board of Directors physically or electronically attending the meeting. Following the vote, the approved member shall be considered elected to membership after payment of the prescribed initiation fee and club dues.

ARTICLE VII

AMENDMENT OF BYLAWS

Section 1: Notice. The exact language of any proposed amendment of the Bylaws shall be included in the President's weekly email to the membership and club bulletin for two (2) consecutive weeks before any regular meeting at which there is a vote. Additionally, the text of the proposed amendment shall be read aloud, included on www.deltarotary.org, prominently displayed by visual electronic means and included in a handout distributed at a regular club meeting held at least two week before the meeting at which the amendment(s) will be voted upon. Members absent from the meetings at which such notice is given shall be notified of the language of the proposed amendment by mail delivered by the United States Postal Service.

Section 2: Quorum. Following notice as required by Article VII, Section 1, the Bylaws may be amended at any regular meeting at which there is a quorum consisting of two-thirds (2/3) of all club members.

Section 3: Prohibited Amendment. The Bylaws of the Rotary Club of Eugene Delta cannot be modified or added to by language that is inconsistent with the club Constitution and the Constitution and Bylaws of Rotary International.

May 16, 2022

PDG Claudette Mirassou McWilliams