

# BYLAWS OF THE SPRINGFIELD ROTARY CLUB

The Springfield Rotary Club was chartered by Rotary International on June 2, 1919. It has been an active civic organization since that time, operating as an unincorporated entity. These bylaws prescribe the rules of governance for the organization.

## **Article I. Governing Body**

Section 1 - Board of Directors. The governing body of this club shall be the board of directors consisting of nine members. The board of directors shall include the president, president-elect, secretary, treasurer, the immediate past president, and the four directors who, with the president-elect, shall oversee the five standing committees.

Section 2 - Minutes of Meetings. Minutes of all meetings of the board of directors shall be kept by the secretary as the permanent record of the resolutions and actions and discussion at said meetings.

## **Article II. Election of Officers and Directors**

Section 1 - Terms of Office. The president-elect shall serve a term of one year, followed by his/her one-year term as president. All other officers shall serve a two-year term, with the terms staggered as determined by the nominating committee.

Section 2 - Nominations. At a regular noon meeting in early to mid- October of each year, the president shall initiate the appointment of the nominating committee. (See Nominating Committee, Article XI, Section 5b.) The nominating committee will make nominations for president, president-elect, secretary, treasurer, and four directors. The nominating committee will, three weeks prior to the annual meeting, formally read their proposed slate of recommended officers and candidates to the membership in attendance at the regular meeting of the club. At the conclusion of the first reading of the recommended slate, nominations will be open to the floor, for one time only. For a minimum of two consecutive weeks immediately preceding the actual elections, the recommendations of the nominating committee, and any nominations made from the floor, will be printed in the weekly Rotozark newsletter and announced at club meetings. The president, president-elect, secretary, treasurer, and the four directors shall be elected by voice vote, assuming a majority is declared by the president or the presiding officer of the club. If a majority is not declared by the president or presiding officer as to the election of any particular candidate, a paper ballot will be taken on all candidates in doubt of having received 50% or more of the vote. Candidates receiving the majority of the paper ballot shall be declared elected. Absentee ballots are not allowed.

Section 3 - Vacancies. A vacancy on the board of directors or any office shall be

filled by action of the remaining members of the board upon consultation with the nominating committee.

### **Article III. Duties of Officers**

Section 1 - President. It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to the office of president.

Section 2 - President-Elect. It shall be the duty of the president-elect to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of president-elect. The president-elect will be automatically nominated by the nominating committee as president. The president-elect shall also chair the club administration committee.

Section 3 - Secretary. It shall be the duty of the secretary to keep the records of the membership, record the attendance at the meetings, send out notices of meetings of the club and the board, record and preserve the minutes of such meetings, make the required reports to Rotary International and the district governor, assist the president in defining the role and overseeing the duties of the paid staff subject to Board approval, and perform such other duties as usually pertain to the office of secretary.

Section 4 - Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting to the board of directors monthly, and at any other time upon demand by the board, and to perform such other duties as pertain to the office of treasurer. 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 5 - Immediate Past President. The immediate past president shall serve as a member of the board of directors of the club and perform such duties as may be prescribed by the president. The immediate past president shall also serve as chairperson of the nominating committee.

### **Article IV. Meetings**

Section 1 - Annual Meeting. An annual meeting of this club shall be held on the second Tuesday of December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 - Order of Business of the Annual Meeting of Membership. The order of business for the annual meeting of the membership shall be as follows (with minutes to be kept as to the portion of the meeting covered by items 6, 7, and 8):

- (1) Meeting called to order.
- (2) Invocation.
- (3) Pledge of Allegiance.
- (4) Introduction of visiting Rotarians.
- (5) Correspondence and announcements.
- (6) Committee reports, if any.

- (7) Any unfinished business, and election of board members.
- (8) Any new business.
- (9) Address or other program features.
- (10) Adjournment.

Section 3 - Regular Meetings. The regular weekly meetings of this club shall be held on Tuesday at noon. 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 members excused by the board of directors of this club, pursuant to article VIII, section 2 of 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.

Section 4 - Regular Meetings of Membership. The regular meeting of the membership shall follow the same basic order but normally would not include items 6, 7, and 8.

Section 5 - Method of Voting. The business of this club shall be transacted by voice vote except that the election of the nominating committee shall be by written ballot, and except as otherwise provided in Roberts Rules of Order.

Section 6 - Board Meetings. Regular meetings of the club board shall be held monthly, as determined by the board. Special meetings of the board shall be called by the president, whenever deemed necessary or upon the request of two (2) members of the board, due notice having been given.

Section 7 - Quorum. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club. A majority of the board members shall constitute a quorum of the board.

#### **Article V. Resolutions**

No resolution or motion to commit this club on any matter shall be considered by the club unless it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

#### **Article VI. Finances**

Section 1 - Deposit of Funds. The treasurer shall deposit all funds of the club in a bank to be named by the board.

Section 2 - Payment of Bills. All bills shall be paid only by checks signed by such officers or employees as shall be determined from time to time by the board of

directors, subject to advice and counsel with the audit committee. An audit shall be performed by the audit committee at least annually and at such times as the board of directors may determine. On advice of the audit committee, a certified public accountant or other qualified person shall make a thorough audit of all of the club's financial records and transactions.

Section 3 - Fiscal Year. The fiscal year of this club shall extend from July 1 to June 30, and for the collection of membership dues shall be divided into semiannual periods extending from July 1 to December 31 and January 1 to June 30. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

Section 4 - Budget. At the end of each fiscal year, the board shall prepare, or cause to be prepared, a budget of estimated income and estimated expenditures for the following fiscal year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

## **Article VII. Membership**

Section 1 - General Qualifications. This club shall be composed of adult persons of good character and good reputation, having a high degree of management function or professional designation in their career fields and who are making a difference through leadership in business, the professions and/or the civic community. Generally, proposed members should have three years or more experience in their career fields to have established their reputation and character. Individuals with less time in their field may be considered for membership if they have demonstrated extraordinary potential for such leadership. Persons who have retired from their career field, but who have met the above general qualifications during their active professional years, shall be considered eligible for membership.

Section 2 - Membership Categories. Membership consists of two types:

(a) Active - A person actively engaged in, or having retired from, any worthy business or profession in which he/she is (to be) classified in the club. There shall not be more than ten percent of the club's membership in each classification of business or profession.

(b) Honorary Member - A person who has distinguished himself/herself by meritorious service in the furtherance of Rotary ideals may be elected by the board of directors to Honorary Membership in the club. Such member shall not be subject to dues requirements or attendance requirements, and may not vote in any matters before the club.

Section 3 - In all matters relating to membership, the board of directors shall have

final authority to determine the classification of any member.

### **Article VIII. Membership Fees and Dues**

Section 1 - Admission Fees. The membership admission fee shall be in such an amount as shall be determined from time to time by the board of directors, which amount shall be paid by the applicant before the applicant can qualify as a member. No admission fee will be required of persons who have been members of another Rotary club or have been prior members of this club.

Section 2 - Dues. The membership dues shall be an amount set by the board of directors, payable either annually or semiannually, at such times as determined by the board of directors.

## **Article IX. Election of Members**

Section 1 - Nominations. The name of a prospective member shall be submitted by any club member to the board, in writing, through the club secretary. The proposal, while the qualifications are being reviewed, shall be kept confidential, except as otherwise provided in this procedure.

Section 2 - Classification. The board shall request the classifications committee to consider the proposal and report to the board concerning the recommended classification, and shall request the membership committee to investigate and report on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

Section 3 - Preliminary Approval. The board shall consider and approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposer, through the club secretary, of its decision.

Section 4 - Publication of Nomination. If the decision of the board is favorable, the name of the prospective member, his/her proposed classification and a brief biographical statement shall be published in the Rotozark for review by the membership.

Section 5 - Final Approval. If no written objection to the proposal, stating reasons, is received by the board from any member of the club within 7 days following publication of information about the prospective member, that person shall be considered to be eligible for membership.

If any objection has been filed with the board, it shall vote on this matter at its next regular or special meeting. If approved despite the objection, the proposed member shall be considered to be eligible for membership.

Section 6 - Orientation and Induction. Following such eligibility determination, a member of the Rotary information committee shall further inform the prospective member regarding the purposes of Rotary and the privileges and responsibilities associated with membership. Upon signing a membership card and the payment of the admission fee and dues, the person shall be considered to be elected to membership. The club president shall arrange for induction into the club as soon as practicable. The club secretary shall issue a membership card to the member and shall report such action to Rotary International.

## **Article X. Leave of Absence and Excused Absences**

Section 1 - Leave of Absence. Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for a specific period of time, not to exceed one year.

Section 2 - Excused Absences. An excused absence may be granted by the board for reasons or circumstances which it considers to be good and sufficient. A member may also be excused from attendance if the aggregate of the member=s age and years of service in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member=s desire to be excused from attendance and the board has approved.

## **Article XI. Avenues of Service and Committees**

Section 1 - General Considerations Regarding Committees. The following general rules shall apply to all committees of the club:

(a) The club 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 such business as is delegated to it in the 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 action until a report has been made to the board and approved by the board.

(c) Where feasible and practical in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 2 - Four Avenues of Service. The four Avenues of Service are Club Service, Vocational Service, Community Service, and International Service. The Avenues of Service are the philosophical and practical framework for the work of this club. The club will strive to be active in each of the four Avenues of Service.

Section 3 – Directors of Committees and Chairs of Subcommittees. The president will assign members of the Board of Directors to serve as chairs of the five standing committees. Each director will be responsible for the supervision and coordination of the work of his or her respective committee and the subcommittees developed therein.

The directors shall, in consultation with the president, appoint chairpersons of the subcommittees falling under their respective committees. The chairs of the subcommittees shall be appointed during the spring of the year by the board of directors elected during the prior annual meeting. It will be the responsibility of the incoming officers and directors to ensure that the committee appointments and assignments have been made prior to the beginning of the club year on July 1.

Each subcommittee chairperson shall, in consultation with the director(s) of the

committee of which the subcommittee is a part, appoint members of his or her committee.

Section 4 - Responsibilities of Committees. The Standing Committees of the club shall have the following responsibilities:

(a) Club Administration:

(1) Audit . This committee shall, at least once each year, conduct or cause to have conducted an informal audit of the records and finances of the club. The audit shall include a review of the membership dues and fees, and other records of income and disbursement as well as bank accounts and assets. The committee shall make a report to the board of directors. The board of directors shall determine, from time to time, whether to have an outside audit prepared, and also whether to require fidelity bond for any officer, staff or employee.

(2) Budget/Financial Reports. This committee shall coordinate the preparation of a budget prior to the beginning of each fiscal year. Additionally, this committee shall ensure that financial reports are provided to the Board of Directors on a monthly basis.

(3) Invocation/Greeters. This committee shall arrange for members of the club to serve as greeters and cashiers for meals at each meeting. This committee also shall arrange for members of the club to lead the invocation, Pledge of Allegiance, and Four Way Test at each meeting.

(4) Weekly Set-up. This committee shall be responsible for the set-up and removal of all items necessary to conduct the weekly club meeting.

(5) Strategic Planning. This committee shall be responsible for the periodic review and update of the long-range plan of the club.

(6) Programs. This committee shall be responsible for the development of the weekly program schedule and for securing the requisite speakers, moderators, technical aids and such other persons or items which might be necessary for the weekly program.

(b) Service Projects:

(1) Community Projects. This committee shall be responsible for investigating possible community service projects, making recommendations to the board for such projects, and providing leadership in conducting approved community service projects. The committee also

shall be responsible for receiving requests for financial support of local projects or organizations and making recommendations to the board for the distribution of monies from the service fund.

(2) World Community Service. This committee shall be responsible for investigating possible international service projects , making recommendations to the board for such projects, and providing leadership in conducting approved international service projects. The committee also shall be responsible for receiving requests for financial support of international projects or organizations and making recommendations to the board for the distribution of monies from the international service line item of the budget.

(3) Rock'n Ribs. This committee shall be responsible for representing the club in carrying out the annual activities involved with the multi-club barbecue festival. One or more members of the committee shall serve on the Rock'n Ribs BBQ Festival Sponsorship Committee, and one or more shall serve as volunteer coordinators for our club.

(4) Scholarships. This committee shall be responsible for receiving applications and making recommendations to the Board for distribution of Lister Scholarship funds to students in local institutions of higher education. It is also responsible for promoting, seeking applications for, and selecting nominees for the Ambassadorial and Peace Scholarships offered by the Rotary Foundation.

(5) Student Guests. This committee shall be responsible for inviting and introducing student guests from local secondary schools and colleges at weekly meetings during the academic year.

(6) RYLA/World Affairs. One or members of this committee shall serve on the city-wide Rotary RYLA/World Affairs selection committee, which is responsible for receiving applications and selecting qualified students to receive scholarships from the respective Rotary clubs to attend the Rotary Youth Leadership Award Academy and, if appropriate, the World Affairs seminar.

(7) International Youth Exchange. This committee shall be responsible for the activities, arrangements and support associated with inbound and outbound student exchange programs.

(8) Group Study Exchange Committee. This committee shall be responsible for the coordination of all group study exchange activities that the club may undertake. This includes both inbound and outbound activities.

(c) Rotary Foundation/Rotary World:

(1) Rotary Foundation. This committee shall be responsible for the development and promotion of contributions to the Rotary Foundation. In addition, this committee shall be responsible for raising the visibility of the work of the Foundation within the club and increasing members' knowledge and understanding of the Foundation.

(2) Polio Plus. This committee shall be responsible for raising the visibility of Polio Plus within the club and increasing members' knowledge of and understanding of the Polio Plus program. Additionally, this committee shall be responsible for the development and promotion of contributions to Polio Plus.

(3) Paul Harris Fellows. This committee shall encourage members to become Paul Harris Fellows, either through a one-time gift or sustaining membership. Additionally, this committee shall encourage members to gift Paul Harris fellowships to others, including but not limited to spouses, children, grandchildren, and co-workers. As part of its efforts, this committee shall develop means to raise the visibility of Paul Harris Fellows within our club, including special opportunities to recognize those persons.

(4) Grant opportunities. This committee shall be responsible for investigating possible grant opportunities for club projects at both the District and International levels and assist in the application, administration, and reporting stages for such grants.

(d) Membership:

(1) Attendance. This committee shall devise means for encouraging attendance at all Rotary meetings including attendance at district conferences, area meetings, regional conferences, and international conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club, keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(2) Classification. This committee shall be responsible for recommending to the board of directors, classifications for all applicants for membership and ensuring that those classifications are revised as needed.

(3) Membership. This committee shall consider all proposals for membership and thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership. It shall report its recommendations on all applications to the board.

(4) Membership Development. This committee shall develop plans, programs, and campaigns for the recruitment of new members into the club.

(5) Rotary Information. This committee shall devise and carry into effect plans: (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club; (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of membership; (3) to give the members information about Rotary, its history, object, scope, activities; and (4) to give the members information about developments in the administrative operation of Rotary International.

(6) Family of Rotary/Sunshine Committee. This committee shall report to the members on a weekly basis the health and wellness of club members.

(e) Club and Community Relations:

(1) *Rotozark*. This committee shall be responsible for the production and distribution of the weekly *Rotozark* newsletter of the club, in both printed and electronic form.

(2) Club directory. This committee shall be responsible for the production and distribution of the club directory. This committee also shall be responsible for obtaining current contact information from members and providing updates to the directory, as needed.

(3) Website. This committee shall be responsible for maintaining and updating the club website.

(4) Community Relations. This committee shall promote the activities of the club, issue news releases, and coordinate publicity concerning important club news, activities, and programs.

(5) Curtis Strube Speaker Series. This committee shall coordinate and promote the annual W. Curtis Strube Ethics in Business speaker program, working, when appropriate, with other community organizations.

(6) Fellowship. This committee shall be in charge of planning activities for special functions for members on special occasions or at such times as deemed appropriate.

Section 5 - Other Committees and Appointments. The following additional committees and appointments shall be established:

(a) Nominating Committee:

(1) This committee will consist of nine members, the makeup of which will be as follows:

(a) Three members shall be the three immediate past presidents of the club; the most recent past president will serve as chair of the committee.

(b) Three members shall be elected at large at a general membership meeting. The three persons elected shall be those receiving the largest number of votes of the members in attendance at the general meeting. If there is a tie for the final position, a random drawing from the names of those who have tied will be made by the three past presidents to determine the member elected to the nominating committee.

(c) Three persons shall be selected by the first six members of the committee.

(2) Any club member may have input into the nomination process by making written recommendations through any member of the

nominating committee. All nominations will be submitted to the chair of the nominating committee and will be reviewed by the entire committee. The nominating committee will normally commence its work in October, to enable it to complete its work by mid-November and to be able to make the appropriate announcements and publication of recommendations as indicated in Article II hereof. Any nominating committee member is eligible to be nominated for any office.

(b) Sergeant-at-Arms:

The president shall appoint a sergeant-at-arms who will assist by reporting to the club concerning honors, achievements, and recognitions accorded club members, and levying fines as appropriate with proceeds going to the Lister Scholarship Fund. He/she is also responsible for helping maintain orderly and effective club meetings, and works to prevent any occurrence that might detract from the dignity or prestige of the club.

(c) Ad hoc Committees: Ad hoc committees or subcommittees may be established and appointed as deemed necessary by the Board of Directors.

## **Article XII. Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present. Notice of such proposed amendments must be sent to each member via regular mail, facsimile, e-mail, or other electronic means at least ten (10) days before such meeting or be made available to all members present at a regular membership meeting at least two (2) weeks in advance of the vote. No amendment or addition to these bylaws may be made which is not in harmony with the club constitution and with the constitution and bylaws of Rotary International.

Approved: April 9, 2002; Amended: June 3, 2003; Amended: August 12, 2008