



Rogers, Arkansas Noon Club No. 217 BYLAWS

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. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, the sergeant-at-arms, and committee chairs.

Article 3 Election of Directors and Officers

Section 1 - At a regular meeting two months prior to the meeting for the election of officers, the presiding officer shall ask for nominations by members of the club for president, secretary, treasurer, sergeant-at-arms, and committee chairs. The nominations may be presented by a nominating committee and/or by members from the floor. Candidates for club leadership positions shall be active club members. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, secretary, treasurer, and committee chairs receiving a majority of the votes shall be declared elected to their respective offices. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

Section 2 - Members elected to club leadership positions shall serve for terms of one year, except for the secretary and treasurer who shall serve three-year terms in office.

Section 3 - The officers and directors shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 4 - A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 5 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

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 the president. The president shall ensure the development and implementation of a written financial management plan. The president shall ensure that all Rotary Foundation grants adhere to stewardship measures and proper grant management practices, as well as ensuring that all individuals involved in grants conduct their activities in a way that avoids any actual or perceived conflict of interest.

Section 2 - *Immediate Past President.* It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 - *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 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 to the board at each board meeting and at any other time upon request by the board, and to perform other duties as pertain to the office of treasurer. The treasurer shall develop for review and approval by the Board a written financial management plan. 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 - *Sergeant-at-Arms.* The duties of the sergeant-at-arms shall be such as are usually prescribed for such office 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 at which time the election of the officers and directors to serve for the ensuing year shall take place.

Section 2 -The regular weekly meetings of this club shall be held on Tuesday (day) at noon (time). 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 - One-third of the membership shall constitute a quorum at the annual meeting or regular meeting, whether in person or electronically, of this club.

Section 4 - Regular meetings of the board shall be held monthly. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, notice having been given.

Section 5 -A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

The annual membership dues shall be determined by the Board at the May Board meeting, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce** vote except for the election of officers and directors, which shall be by paper or electronic ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote. (*Note: *Viva voce* vote is defined as when club voting is conducted by vocal assent.)

Article 8 Committees

Club committees are charged with carrying out the annual and long-range strategic 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 the 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.
- Public Relations - This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- Administration - This committee should facilitate effective club leadership, succession planning, and leadership transition as well as to conduct other activities that improve club operations.
- 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.
- The Rotary Foundation - This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. The Committee Chair shall be responsible for implementing, managing, and maintaining club qualifications to receive Foundation grants, including ensuring compliance with Foundation grant reporting requirements.
- Youth Services - This committee will develop and implement programs and activities focused on youth including those related to Student High School Guests, Interact Clubs, the Rotary Youth Leadership Awards, Rotary Youth Exchange, and New Generations Service Exchange.

Additional ad hoc committees may be appointed as needed. For all committees:

- The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
- 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 action until a report has been made and approved by the board.
- 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.

(Note: The above committee structure *is* in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet their service and fellowship needs. Sample listings of such optional committees are found in the club committee manuals. A club may develop a different committee structure as needed.)

Article 9 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 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 10 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 no longer than twelve (12) months. (Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 11 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 the action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations. This budget will be incorporated into the club's annual financial management plan, which will include procedures to: maintain a standard set of accounts, disburse grant funds, maintain segregation of duties for handling funds, establish an inventory system and record for equipment and other assets purchased with grant funds, and ensure that all grant activities comply with local law.

Section 2 -The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects. Rotary Foundation project grant funding shall be deposited into the bank account that is used solely for service projects. Grant funds may not be deposited into interest-bearing accounts. Any interest earned on grant funds must be documented and used for approved grant activities or returned to the Rotary Foundation. Bank statements must be available to support receipt and use of TRF funds.

Section 3 -All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 4 -A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 - Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 - The club shall maintain a written plan for transferring custody of the bank accounts in the event of a change in signatories.

Section 7 - The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. 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.

Section 8 - All financial documents shall be retained for a minimum of five years. Documents that must be retained include: bank information including copies of past statements; club qualification documents including the signed MOU; documented plans and procedures (i.e. financial management plan, procedures for storing documents and archives, and succession plan for bank account information and document retention); and information related to grants including receipts and invoices.

Article 12 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 -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 as prescribed in these bylaws, 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 shall be considered to be elected to membership.

Section 6 -Following the election, the president shall arrange for the new member's induction, enrollment in DacDB, 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.

Article 13 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 14 Order of Business

- Meeting called to order and introduction of visitors.
- Correspondence, announcements, and Rotary information.
- Committee reports if any.
- Announcements.
- Address or other program features.
- Adjournment.

Article 15 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 sent 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.

*NOTE: These bylaws are recommended only and may be changed by any Rotary club to meet its own conditions, provided such changes are not out of harmony with the Standard Rotary Club Constitution and with the RI Constitution, RI Bylaws, and the Rotary Code of Policies. If any doubt exists, the proposed changes should be submitted to the general secretary for the consideration of the Board of Directors of RI.

For Rotary e-clubs, governors should contact their Club and District Support representative (www.rotary.org/eds) for more information about Recommended Rotary E-Club Bylaws and other e-club issues.