

BYLAWS OF THE ROTARY CLUB OF MIAMI, OKLAHOMA

July 1, 2009

Article 1 **Definitions**

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Board Member: Used interchangeably with the term "Director".
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International
6. Year: The twelve month period that begins on 1 July

Article 2 **Board of Directors**

The governing body of this club shall be the board consisting of 7 or more members of this club, namely the:

1. President
2. President Elect
3. President Nominee
4. Secretary
5. Treasurer
6. Sergeant-at-arms
7. Immediate Past President
8. At the discretion of the board any number of at-large directors may be added in accordance with Article 3, Section 1 of these bylaws.

Article 3 **Election of Board of Directors**

Section 1 – Elections: At a regular meeting one month prior to the meeting for election of board members, the presiding officer shall ask for nominations by members of the club for board positions not being filled by normal progression. Normally this will be for the positions of President-Nominee, Secretary, Treasurer, Sergeant-at-arms and additional at-large directors as determined by the Board. In most cases the President-Elect and President Nominee from the previous year will step into the President and President-Elect positions respectively.

Terms of office will be:

1. 1 year: President, President-Elect, President-Nominee, Secretary, Treasurer, Sergeant-at-Arms
2. 2 years: At large board members

The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee may consist of the Board of Directors or may be appointed by the board from members of the club as the board may determine.

At or before the third meeting in December, the presiding officer shall cause to be submitted to the members of the club a ballot of four

members of the club, selected by the present Board of Directors and based on nominations received. The members present shall vote for two of the persons whose names are submitted. The two persons receiving the highest number of votes shall be elected directors of the club for a period of two (2) years.

Section 2 – Initial Meeting: The board members, so elected, together with the immediate past president and the incoming president shall constitute the board. Within one month after their election, they shall meet to determine areas of responsibility for each.

Section 3 – Vacancies: Any vacancy in the board shall be filled by action of the remaining board members and may be done by board appointment or open election as the board may determine.

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 pertains to the office of president.

Section 2 – President-Elect (Vice-President): It shall be the duty of the president-elect to serve as a director and to preside at meetings of the club and the board in the absence of the president and to perform other duties as may be prescribed by the president or the board. 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. Further, the president-elect shall appoint committee members to fill vacancies, appoint committee chairs, and conduct planning meetings prior to the start of the year in office.

Section 3 – President-Nominee (2nd Vice President): It shall be the duty of the president-nominee to serve as a director and to preside at meetings of the club and the board in the absence of the president and the president-elect and to perform 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 day 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 them 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. 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: It shall be the duty of the sergeant-at-arms to appoint a greeter, song leader, pianist and prayer leader for each meeting; maintain or appoint someone to maintain badges; insure a weekly bulletin is produced; assess fines for actual or imagined infractions; arrange for facilities for the weekly meetings and secure any equipment as may be needed.

Article 5 Meetings

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

Section 2 – Weekly Meetings: The regular weekly meetings of this club shall be held on Tuesday at 12:00 noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

– **Quorum:** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 3 – Board Meetings: Regular meetings of the board shall be held monthly on a date to be 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) directors, due notice having been given.

– **Quorum:** A simple majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – Admission Fee: There will be an admission fee required for membership in this club; the amount to be determined by the board.

Section 2 – Membership Dues: The membership dues shall be in an amount to be determined by the board, payable semiannually on the first day of July and January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Additionally, each member is expected to physically participate in the annual fundraiser, The Rotary Pancake Day or pay a fine in an amount to be determined by the board. Each member is further required to purchase (and will be billed for) tickets for Pancake Day in quantities to be determined by the board and may resell or give them away at their option.

Article 7 Method of Voting

The business of this club shall be transacted by "voice assent" vote except the election of the Board of Directors which shall be carried out in accordance with Article 3 of these bylaws. The board may, however, determine that a specific

resolution be considered by ballot rather than by voice assent.

Article 8 Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article 9 Committees

Section 1 – General Responsibilities: Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president, president-elect 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, appoint 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.

1. Membership
2. Public Relations
3. Administration
4. Service Projects
5. Rotary Foundation

6. Additional ad hoc committees may be appointed as needed.

Section 2 – Ex Officio: The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 3 – Special Authority: 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.

Section 4 – Chair Responsibilities: 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 their appropriate board liaison on all committee activities.

Article 10 Duties of Committees

Section 1 – 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 to appropriate RI materials. Generally, the duties of each committee are as follow:

1. **Membership** – develop and implement a comprehensive plan for the recruitment and retention of members; conduct new member orientation.
2. **Public Relations** – develop and implement plans to provide the public with information about Rotary and

promote the club’s service projects and activities.

3. **Administration** – conduct activities associated with the effective operation of the club.
4. **Service Projects** – develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
5. **Rotary Foundation** – develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
6. Duties of additional ad hoc committees will be determined as needed.

Section 2 – 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 11 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. Annual dues will not be waived; however the requirements

associated with the annual Rotary Pancake Day may be waived.

Article 12 Finances

Section 1 – Budget: Prior to the beginning of each fiscal year, the outgoing 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 action of the board.

Section 2 – Bank Account: The treasurer shall deposit all club funds in a bank, named by the board.

Section 3 – Dual Control: All bills shall be paid by the treasurer or other authorized officer only when approved by the President or their designee. Every expenditure must involve two officers.

Section 4 – Audit: A thorough review of all financial transactions by a qualified person shall be made upon election of a new treasurer. Such review will not be made by any person with expenditure authority specified in Section 3 above.

Section 5 – Bonding: Officers having charge or control of club funds shall give bond in an amount deemed appropriate by the board for the safe custody of the funds of the club; cost of bond to be borne by the club.

Section 6 – Fiscal Year: 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.

Article 13 Method of Electing Members

Section 1 – New Member: 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.

Section 2 – Transferring Member: A transferring or former member of another club may be proposed to active membership by the former club.

Section 3 – The Board Shall:

1. Keep the proposal confidential except as otherwise provided in this procedure.
2. Ensure the proposal meets all the classification and membership requirements of the standard Rotary club constitution.
3. Approve or disapprove the proposal within 30 days of its submission and shall notify the proposer through the club secretary of its decision.
4. If approved, the board will inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership, have the prospective member sign the proposal form and secure his/her permission to publish their name to the club.

5. Publish prospects name to the club soliciting written objection within 7 days of such publication.
6. If no objection is filed, notify prospect of their election to membership.
7. If such objection is filed, the board shall vote on the matter at its next meeting. If approved despite the objection, the proposed member shall be considered to be elected to membership and will be notified accordingly.

Section 4 – The President Shall:

1. Arrange for the new member's induction and new member orientation.
2. Assign a member to assist with the new member's assimilation to the club.
3. Assign the new member to a club project or function.
4. Direct the secretary to report the new member information to RI.

Section 5 – Honorary Membership: The board may propose persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals for honorary membership. Election is made by majority voice vote of the membership. The term of membership shall be determined by the board. Such member shall be exempt from admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club.

Article 14 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 15 Order of Business

1. Meeting called to order.
2. Prayer, pledge, song.
3. Introduction of visitors.
4. Sergeant-at-arms.
5. Correspondence, announcements, and Rotary information.
6. Committee reports.
7. Any unfinished business.
8. Any new business.
9. Address or program.
10. Adjournment.

Article 16 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 mailed, e-mailed or otherwise transmitted 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.