

BYLAWS OF PORTAGE ROTARY CLUB
February 10, 2010 - Amended January 14, 2015
Amended June 8, 2022

Article I Election of Directors and Officers

Section 1 - The term of a Director shall be three years. At a regular meeting held one month prior to the annual meeting, the presiding officer shall ask for nominations by members of the club for President Elect, President Nominee, Secretary, Treasurer and 2 members of the Board of Directors. The nominations may be presented by a nominating committee or by members from the floor, or by both as the board shall determine. If it is determined to have a nominating committee, such committee shall be appointed as the Board may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each position and shall be voted upon at the annual meeting.

The candidates for President Elect, President Nominee, Secretary, and Treasurer receiving a majority of the votes cast shall be declared elected to their respective offices for terms of one year. The President Elect chosen in such balloting shall serve as a member of the Board of Directors as President Elect for the year commencing on July 1 next following the election, and shall assume office as President on the July first day of next following year. The term of the President Nominee shall begin on July 1 following his/her election and shall serve as a member of the Board of Directors.

Section 2 - The officers and directors so elected, together with the immediate past president shall constitute the board of directors.

Section 3 - A vacancy in the board of directors or any office shall be filled by recommendation of the President and majority action of the remaining members of the board.

Section 4 - A vacancy in the position of any officer elect or director elect shall be filled by recommendation of the President and majority action of the remaining members of the board of directors-elect.

Article II Board of Directors

The governing body of this club shall be the board of directors, as defined in Article I, Section 2, of these bylaws.

Notwithstanding anything to the contrary set forth in either Section 2 of Article I or in this Article II of the bylaws, the President shall have, subject to the approval of the board of directors as defined in the foregoing paragraph, the authority to appoint any member of the club, who is deemed to have knowledge of and experience with matters of importance to the club, as an

Honorary Director. Any such Honorary Director shall be a member of the board of directors with all of the rights and responsibilities of other directors, provided however, an Honorary Director shall serve only at the pleasure of the President, and shall have no vote on any matter which may come before the board of directors.

Article III Duties of Officers

Section 1 - President. It shall be the duty of the president to preside at meetings of the club and of its 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 serve as a member of the board of directors of the club, to preside at meetings of the club and of the board in the absence of the president, and to perform such other duties as may be prescribed by the president or the board. The President-Elect shall attend, at the Club's expense, the PETS – President Elect Training Sessions and pre-sessions. Active, in-person participation at club meetings and projects is expected. Attendance/membership to exceed club standards. The President-Elect shall prepare a leadership plan for the year as president subject to approval of the board of directors, including preparation of the club budget and completion of club committee appointments prior to taking office. The President-Elect shall provide mentor-ship to the President-Nominee. Performance to be reviewed periodically by the board throughout the year.

Section 3 – President Nominee. It shall be the duty of the President Nominee to serve as chair of the Program Committee and serve on the Membership Committee, beginning on July 1 following his/her election; and to attend at the Club's expense, the 3 levels of training at the Rotary Leadership Institute within 18 months of his/her election. The President Nominee shall serve as a member of the board of directors of the club. Active, in-person participation at club meetings and projects is expected. Attendance/membership to exceed club standards. Performance to be reviewed periodically by the board throughout the year.

Section 4 - Secretary. It shall be the duty of the secretary to keep the records of membership, record the attendance of members at club meetings and makeup events, record and preserve the minutes of board meetings, make the required reports to RI, including the semiannual reports of membership which shall be made as required by RI, and prorated reports of each member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made as required by RI, the monthly report of attendance at club meetings and makeup events to the District Office following the last meeting of each month, and perform such 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 of the club, collect all funds due to the club, collect and remit to RI subscriptions to The Rotarian, and accounting for such funds to the board monthly and to the club annually, and to perform such other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the successor-treasurer or to the president all funds, books of account and all other club property in his/her custody or possession. The Treasurer shall be responsible for the safekeeping of club financial books and records.

Article IV Meetings

Section 1 - Annual Meeting. An annual meeting of the club shall be held on the second Wednesday of December of each year, at which time the election of officers and directors to serve for the year commencing on the first day of July next following shall be held.

Section 2 - Regular meetings of the club shall be held on each Wednesday throughout the year at noon. Due notice of any change in or cancellation of any regular meeting shall be given to all members. All members in good standing on the day of each meeting (excepting Honorary members and Active members whose attendance has been excused pursuant to Article VIII, Section 2, Subsection (b) of the club's Constitution), shall be counted as present or absent, and attendance must be evidenced by the member's presence for at least sixty (60) percent of the time devoted to the regular meeting, either at this club, or at a qualified makeup event.

Section 3 - One third of the membership (counted for attendance purposes) shall constitute a quorum at annual and regular meetings of the club.

Section 4 - Meetings of the board of directors shall be held at least once each calendar month, on a date of each month as selected by the board at their January and July meetings, such selections to be in effect for the next succeeding six months. Special meetings of the board may be called by the president, whenever deemed necessary, or upon the request of (2) members of the board, due notice having been given; provided however, that whenever the president shall call a special meeting of the board, any action of the board taken at such a meeting, which was attended by at least a majority of the members of the board, and which shall have received affirmative votes from that number of directors sufficient to carry a motion at a meeting of the entire board, shall be deemed the act of the board. The Secretary shall promptly give notice of any action taken at such a special meeting to each member of the board who did not attend such special meeting.

Section 5 - A quorum of the board shall be six members thereof.

Article V Fees and Dues

Section 1 - An admission fee, in such amount and at such time as the board may determine, and dues for the remainder of the current Rotary year, shall be paid when any person is inducted into membership; if the board rejects the application any money paid shall be refunded to the applicant; if the application is approved and the applicant inducted, amount paid shall be credited to the dues obligation of the new member.

Section 2 - Membership dues shall be in such amount as the board may determine, and shall be payable annually before the first day of July, with the understanding that a portion from each member's dues shall be applied to such member's subscription to The Rotarian magazine as

may be charged by Rotary International. The board may remove from membership members for unpaid dues.

Article VI Method of Voting

The business of this club shall be transacted by a *viva voce* vote except the election of officers and directors, which shall be by written or virtual ballot.

Article VII Committees

Section 1

- (a) The president shall, subject to the approval of the board, appoint the following standing committees:
 - Club Service committee
 - Vocational Service committee
 - Community Service committee
 - International Service committee
 - Nominating Committee
- (b) The president may, subject to the approval of the board, also appoint such committees on particular phases of club service, vocational service, community service and international service as shall be deemed necessary.
- (c) Each of the committees specified in subsection (a) hereof shall consist of a chairperson, who shall be named by the president from the membership of the board, and not less than two other club members.
- (d) The president shall be ex-officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (e) 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 and approved by the board.
- (f) The president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any or all of the standing committees.

Section 2 - Club Service Committee.

- (a) The club service committee shall consist of a chairperson and the chairpersons of all sub committees appointed on particular phases of club service.

- (b) The chairperson of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.

- (c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of club service:
 - Club Bulletin committee
 - Fellowship activities committee
 - Finance and Investment committee
 - Membership/Classification committee
 - Program committee
 - Public Image committee

- (d) The president shall appoint the president elect to oversee and coordinate the work of the membership/classification committee.

- (e) Where practicable 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 of its members to a two-year term.

- (f) The membership/classification committee shall consist of three (3) members, one member to be each appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one member for a term of one (1) year, one member for a term of two (2) years, and one member for a term of three (3) years.

Section 3 - Community Service Committee, International Service Committee, and Vocational Service Committee

- (a) The Community Service Committee, International Service Committee, and Vocational Service Committee each shall consist of a chairperson and the chairpersons of all sub-committees appointed on particular phases of such committees responsibilities.
- (b) The chairpersons of the each of these committees shall be responsible for all activities thereof and shall supervise and coordinate the work of all committees appointed on particular phases of their respective responsibilities.
- (c) The president may, subject to the approval of the board, appoint the appropriate sub-committees on particular phases of committee responsibilities.

Article VIII Duties of Committees

Section 1 - Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of the club in discharging their responsibilities in matters relating to club service. The chairperson of the club service committee shall be

responsible for regular meetings of the committee and shall report to the board on all club service activities.

- (a) *Club Bulletin committee.* This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, its members and of the worldwide Rotary program.
- (b) *Fellowship/Activities committee.* This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and so such work in pursuance of the general object of the club as may be assigned by the president or the board.
- (c) *Membership/Classification committee.* This committee shall consider all proposals for membership and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board
- (d) *Program committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the club.
- (e) *Public Image committee.* This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the club to increase understanding, appreciation and awareness among the general public to build a positive image of Portage Rotary Club projects and activities, and attract candidates for membership and motivate potential donors

Section 2 - Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and improving general standards of practice in their respective vocations. The chairperson of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any sub-committees that may be appointed on particular phases of vocational service.

Section 3 - Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist members of this club in discharging their responsibilities in their community relationships. The chairperson of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any sub-committees that may be appointed on particular phases of community service.

Section 4 - International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairperson of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any sub-committees that may be appointed in particular phases of international service.

Section 5 - Nominating Committee. The Immediate Past President shall chair this committee, of 3-5 past presidents or members as selected by the President. The slate of officers and Directors shall be presented to the club one month before the annual meeting, per Article IV, section 1.

Section 6 – Finance and Investment Committee. The committee shall consist of 5-7 members with the Treasurer serving as Chair. Members shall include: the Immediate Past President, President Elect, and four members qualified in the management of financial affairs or financial/investment management. The committee shall review President Elect’s proposed budget and make recommendation to the board of directors. Committee shall review the club’s cash and investments as deemed appropriate by the committee pursuant to the club’s Investment Policy Statement.

Section 7 – Youth Services. This committee shall encourage and facilitate relationships with other organizations to expand opportunities for young people. This includes Interact and RYLA.

Article IX 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 meetings of the club for up to 6 months. Members may ask for an extension of up to an additional 6 months upon providing written notice to, and approval of the board.

Article X Finances

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

Section 2 - All bills shall be paid only by checks signed by the treasurer upon vouchers or vendor invoices signed by any other officer. A thorough review of all of the club's financial transactions shall be made each year by a Certified Public Accountant or other qualified person.

Section 3 - Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, the cost of such bond to be borne by the club.

Section 4 - The fiscal year of the club shall extend from July 1st through June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on or about July 1st of each year on the basis of the membership of the club then and on January 1st.

Section 5 - At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures of the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless the board otherwise orders.

Article XI Method of Electing Members

Section 1 - The name of a prospective member, proposed by an active member of the club (Sponsor), shall be submitted to the board in writing, through the club secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this Article. No action shall be taken on any application unless and until the prospective member has attended at least two meetings of the club. Before the Secretary shall proceed with any application, the same shall be presented to a member of the membership committee and of the classification committee for their approval and assignment of an anticipated classification of the prospective member.

Section 2 - The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution, and on being satisfied that it does, shall order Notice of the Application be published in two consecutive editions of the club's bulletin for comment by any member, in writing to the Secretary.

Section 3 - At the close of seven days following the second publication of said Notice, if there have been no adverse comments on the prospective member's application from any member (excluding Honorary members) containing stated reasons, the Secretary shall also advise the Sponsor, who shall then advise the prospective member that his/her Application had been approved, invite the prospective member to become a member of the Club, arrange for a meeting of the prospective member, the Sponsor, a representative of the Membership Committee and an officer, for the purpose of informing the prospective member of the purposes of Rotary and of the privileges and responsibilities of members.

Section 4 - If any adverse comment shall have been received, the application shall be referred to the Board of Directors for a decision on admission to the club. If the decision of the board is favorable, the prospective member shall be invited to join the club and be inducted as herein provided.

Section 5 - After invitation is extended to a new member and accepted, the President shall arrange for the induction of the new member; the club Secretary shall issue a membership card if so directed by the board; shall report the new member to RI; and the Secretary shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member.

Article XII Resolutions

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

Article XIII Order of Business

Meeting called to order
Pledge of Allegiance, Four Way Test and Invocation
Introduction of visiting Rotarians and guests
Program
Announcements and correspondence
Happy bucks
50/50 Drawings
For the good and welfare of the club
Adjournment

Article XIV Notices

Wherever in these bylaws, reference is made to notice to be given to members, it shall be sufficient that such notice be given each member at the email address posted by such member on the Club's website. It shall be the responsibility of each member to post on the Club's website such member's email address, and any change thereof. If a member has no email address notice to such member shall be deemed given when it is placed with the United States Postal Service.

Article XV 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 given to each member, either by first class mail, email, or personal service, not less than ten (10) days before such meeting. No amendment or addition to these bylaws shall be valid if not in harmony with the club constitution and with the constitution and bylaws of RI.