

Bylaws of the Bloomington Rotary Club (Revised 06-27-19)

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 of Directors

The governing body of this club shall be the board of directors consisting of 15 members of this club, namely, 9 directors, the president, president-elect, vice president, secretary, treasurer, and the immediate past president, elected in accordance with Article 3 of these bylaws.

Article 3 Nomination and Election of Directors and Officers

Section 1 – *Nomination and Election Process.* At a regular meeting one month prior to the meeting for election of officers, the chair of the nominating committee shall ask for nominations by members of this club for vice president, secretary, treasurer, and 3 at-large board members. The nominating committee shall be made up of:

Two current board members:

Two past presidents of this Club, not currently on the board;

Two club members-at-large each of whom has more than one year but less than three years in the Bloomington Rotary Club;

The president-elect shall act as nominating committee chair and shall select the other members

Nominations shall also be accepted from the floor.

The nominations shall be placed on a ballot in alphabetical order by last name under each office and shall be voted for at the annual meeting.

The candidates for, vice president, secretary, and treasurer receiving a majority the votes shall be declared elected to their respective offices.

The 3 candidates for at-large director receiving the 3 highest vote totals shall be declared elected as directors for a three-year term, beginning the following July 1.

The officers elected at the annual meeting are secretary, treasurer and vice president. The secretary and treasurer elected in such balloting shall serve one-year terms, commencing the following July 1.

The vice president elected in such balloting shall serve a one-year term commencing the following July 1, followed by a one-year term as president-elect, followed by a one-year term as president, commencing the following July 1, followed by a one-year term as immediate past president, commencing the following July 1.

Section 2 – Vacancy in Presidential Line of Succession. If a vacancy in the current or incoming positions of president, president-elect, or vice president occurs, the nominating committee, shall present replacement candidates to the club and accept nominations from the floor. The vacant position(s) shall be filled by the candidates receiving the majority of votes cast by the membership of the club. The successful candidate shall resume the progression that correlates to the position to which they were elected.

Section 3 – Other Board Vacancies. A vacancy in any current or incoming board positions other than president, president-elect, or vice president, shall be filled by action of the remaining members of the board of directors.

Article 4 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 the 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 and to perform such duties as may be prescribed by the president or the board, including the responsibility of preparing a recommendation for the club budget, committees, committee appointments, goals, and plans for presentation to the board before the start of the year as noted above. Each committee is to have clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall also 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 the president-elect.

Section 3 – Vice President. It shall be the duty of the vice president to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board. It shall be the duty of the vice president to preside at the meetings of the club and board in the absence of the president and president-elect and to perform such other duties as ordinarily pertain to the office of vice president.

Section 4 – Secretary. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board, and committees, record and preserve the minutes of such meetings, make the required reports to RI and the district governor, 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, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to the office of

treasurer. The treasurer shall also report the club's finances to the board including balance sheets, income/expense statements each month, reconciliation of all related bank accounts monthly, and any other reports requested by the board.

Section 6 – Retirement/Resignation. - Upon resignation/retirement from any office, the officer shall turn over to the incoming officer or to the president all club funds, club records and any other club property.

Article 5 Meetings

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

Section 2 – Regular Meetings.

- A. Date and Time.** The regular weekly meetings of this club shall be held on Thursday at 12:00pm.
- B. Cancellation.** Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.
- C. Attendance.**
 - a. All members in good standing in this club, on the day of the regular meeting, must be counted as present or absent.
 - b. A member shall be counted as attending a regular meeting, if, within the same Rotary year of that meeting, the member attends the regular meeting of another club/eclub, attends another Rotary activity/function, or gathers with at least 4 other Rotarians and reports it to the secretary.
 - c. Honorary members, members with a R85 status, or members excused by the board of directors of this club shall not be subject to the attendance requirements.

Section 3 – Quorum. One-third of the membership, excluding honorary and R85 members, shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Board of Directors Meetings.

- A. Regular Meetings.** Regular meetings of the board shall be held monthly at a time and place established by the president and conducive to attendance by the members.
- B. Special Meetings.** Special meetings of the board shall be called by the president, whenever deemed necessary, or upon request of two (2) members of the board, due notice having been given.

Section 5 – Quorum. A simple majority of the board members shall constitute a quorum of the board.

Article 6 Method of Voting

The business of this club shall be transacted by *viva voce* vote except for the

election of officers and directors. Each active member and R85 member shall have one vote.

Resolutions of the board may be made *viva voce* or by other means. Failure to comply with all formalities of Roberts Rules of Order shall not cause a motion to fail if it was adopted by a process which follows the bylaws and rules adopted by the board. Quorums may be established by responses received or by roll call. Telephone and electronic meetings may include email, facsimile (fax), video conference or other similar means. All messages shall be sent and received in a format which is available to all members of the meeting. This may require a "reply to all" function or such similar means. The presiding official over the meeting shall indicate whether votes are to be sent to all, or only to that presiding official. In all events a record of all motions, second, discussion, and votes must be available to the secretary for recording in the minutes. At the secretary's discretion, the record of an electronic meeting may be included in the minutes for the next regularly scheduled board meeting.

The closing date for the return of votes, on any ballot, shall be determined by the club president. The question(s) presented shall be resolved by a majority of the ballots returned; providing that a majority of directors and/or officers shall have voted.

Article 7 Five Avenues of Service

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

Article 8 Committees

Section 1 – Purpose. Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service.

Section 2 – Appointments. The vice president, 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 two years to ensure consistency.

Section 3 – Standing Committees.

- A. Membership.** This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- B. Public Relations.** This committee should develop and implement plans to provide the public with information about Rotary and to positively promote the club's service projects and activities, and at no time casting Rotary, or any member of Rotary in a manner that may be interpreted unfavorably.
- C. Administration.** This committee should conduct activities associated with the effective operation of the club and its meetings.
- D. Service Projects.** This committee will consider vocational, community,

international, and youth avenues of service when developing plans for the year by developing and implementing projects that reflect the ideals of Rotary, address the needs of our community and other communities across our nation, and around the globe.

- E. *Fundraising.*** This committee should develop and implement plans to support club service projects and programs through financial contributions and fundraising projects.

Section 4 – Ad Hoc Committees. Additional ad hoc committees may be appointed by the board as needed.

Section 5 – Roles and Responsibilities.

- A. *Ex-officio member.*** The president shall be an ex-officio non-voting member of all committees and, as such shall have all the privileges of membership.
- B. *Scope of Authority.*** Each committee shall transact its business as is delegated to it in these bylaws and such special authority is given by the board. The board reserves the right to request a report from a committee before it takes action.
- C. *Meetings and Activities.*** 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 and/or the club on all committee activities.
- D. *Recordkeeping.*** All motions, seconds, and vote outcomes must be available to the secretary for recording.

Article 9 Leave of Absence

The Bloomington Rotary Club recognizes members, from time to time, may be faced with a situation requiring an extended period of time away from the club. Therefore, it is the intention of the club to develop a Leave of Absence (LOA) policy to address certain, rare situations.

LOA will be granted in two instances: Extended military deployment and extended medical leave. Medical leave can be requested due to the member's health condition, or to take care of an immediate family member.

To qualify for LOA, a member must be in good standing, having paid their full semester Rotary dues. The member will apply to the board before the final month of semester. The board will consider each request on a case by case basis, at the last board meeting of the semester. The club president will notify the member in writing of the board's decision.

The term of medical LOA is 6 months, either the first half or second half of the Rotary Year. The cost is equal to the club's costs for the member's enrollment in Rotary International, payable in full before the first day of LOA. The term of military LOA is the duration of the deployment, payable at the same rate as Medical Leave. At the end of the LOA, the requesting member has the option of rejoining the club by paying full dues or resigning.

Article 10 Finances

Section 1 – Budget. The fiscal year of this club shall be from July 1st to June 30th. Prior to the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenses for the year, which, having been approved by the board, shall stand as the limit of expenses for the respective purposes unless otherwise ordered by action of the board.

Section 2 – Dues. The membership dues for the following fiscal year shall be fixed by the board of directors at their March meeting. The treasurer shall bill the dues in a manner set by the board.

Section 3 – Bonding and Insurance. Proper bonding and/or insurance may be determined and acquired by the board.

Section 4 – Banking. The treasurer shall deposit all funds of the club in a bank, banks, or other financial institution to be named by the board.

Section 5 – Paying Bills. All bills approved by the board or included in the budget shall be paid by checks signed by an authorized individual. The president or president-elect shall approve payment of any bills that are not budgeted for or approved by the Board of Directors.

Section 6 – Audit. The board may decide to have a careful examination of the club's financial transactions, using agreed upon procedure, conducted by a certified public accountant or other qualified member of the club.

Article 11 Method of Electing Members

Section 1 – Application Process. Any prospective member shall complete and submit a club membership application to the club secretary or president. The completed application shall include the name of an active member of the club who shall act as a reference and sponsor. If the application is a member or former member of another club, that club may be accepted as a reference/sponsor in lieu of an active member of the club.

Section 2– Application Approval. The board shall approve or disapprove the application in a timely manner.

Section 3 – Comment Period. If the board approves the application, the club President shall announce a seven (7) day comment period at the next regular club meeting.

Section 4 – Acceptance. If no written objection to the prospective member is received during the comment period, he/she shall be admitted to membership.

If any such objection has been filed with the board, the board shall vote on whether to proceed with the acceptance of the prospective member at its next

meeting. If approved despite the objection, the prospective member, shall be considered to be accepted to membership.

Section 5 – Induction. After a member has been accepted, the president shall arrange for the induction of the new member, and the club secretary shall report the new member to RI and shall provide appropriate literature for presentation at the induction. The new member's sponsor will assist in the assimilation of the new member to the club.

Article 12 Resolutions

No resolution or motion to commit this club on any matter shall be considered by the club until 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 13 Governance and Amendments

Section 1 – Governance. The club shall be governed by the following documents: the RI Manual of Procedure, the RI Constitution, the RI bylaws, the Club Constitution, these Club Bylaws, and the Club Manual of Procedure. No amendment or addition to any of the Club documents, including these Bylaws, which is not in harmony with the RI documents shall be made. If there is a conflict between any of the documents, the hierarchy of authority shall be as follows:

1. RI documents
2. Club Constitution
3. These Club Bylaws
4. Club Manual of Procedure

Section 2 – Amendments. These bylaws may be amended at any regular meeting, a quorum being present, by a two thirds vote of all member present, provided that notice of such proposed amendment shall have been mailed (including by electronic means) to each member at least ten (10) days before such meeting.

Voted and approved 12/13/01

Amended and approved 11/14/03

Amended and approved 08/04/05

Amended 10/23/06

Voted and approved 12/06/06

Voted and approved 06/27/19