

By-Laws* of the Rotary Club of Champaign West

Article 1 Definitions

As used in these by-laws, unless context otherwise clearly requires, the words in this article shall have the following meanings:

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.
6. Constitution: The current CWR Constitution, as prescribed by RI

Article 2 Board

Section 1 Governing Body. The governing body of this club shall be a Board elected in accordance with these Bylaws.

Section 2 Number of Directors. There shall be nine (9) voting members of the Board elected by the club members in addition to the Ex-Officio members specified later in this Article.

Section 3 Term of Office. Directors elected by the club members shall serve three (3) year terms of office. Director elections by the club members shall be staggered so as to elect three (3) directors annually, each for three (3) year terms. Directors who serve on the Board as ex officio voting members by reason of their election as club officers shall serve one (1) year terms running concurrent with their service as a club officer.

Section 4 Ex-Officio, Voting Board Members. As specified in the Constitution, the President, the President-Elect, and the Vice-Presidents shall be ex-officio voting members of the Board. In addition, the Secretary, the Treasurer, the Sergeant-at-Arms and the Immediate Past President shall also be ex-officio voting members of the Board.

Article 3 Officers and Their Duties

The club officers shall be a president, a president-elect, a vice-president, a vice-president (historian), a secretary, a treasurer, and a sergeant-at-arms. Upon vacating the office, each officer shall turn over all records and any other club property in his/her possession to his/her successor or to the President of the club.

* These By-Laws were developed to harmonize with the Constitution and the recommended Rotary Club By-Laws issued subsequent to the RI Manual of Procedure 2004. These By-Laws were adopted by CWR on June 13, 2007 and subsequently amended on February 17, 2010, February 27, 2013, December 12, 2018, and February 6, 2019.

Section 1 President. The President shall preside at all meetings of the club and the Board. He/she shall be the chief executive officer of the club. He/she shall also perform such other duties as specified by these Bylaws and as determined by the Board.

Section 2 President-Elect. It shall be the duty of the President-Elect to serve as a director. The President-Elect shall preside at meetings of the club and the Board in the absence of the President. The President-Elect shall also perform such other duties as determined by the President or the Board.

Section 3 Vice-President. The Vice-President shall perform such duties as may be determined by the President or the Board.

Section 4 Secretary. The Secretary shall take and keep the minutes of the meetings of the Board; shall submit required reports to Rotary International including (a) the semi-annual reports of membership which shall be made to the General Secretary of RI on January 1 and July 1 each year, and (b) the reports of changes in membership which shall be made to the General Secretary of RI; shall remit to RI subscriptions to *The Rotarian* magazine; and shall perform such other duties as are specified by these Bylaws or determined by the Board. The Secretary may appoint assistants and delegate to such assistants duties of the Secretary as he/she sees fit.

Section 5 Treasurer. The Treasurer shall have custody of all club funds. He/she shall collect club dues and special assessments; shall develop and present the annual club budget at the May meeting of the Board; and shall submit an accounting of club funds to the club membership annually and to the Board monthly. He/she shall also perform such other duties as are specified by these Bylaws or are determined by the Board. The Treasurer may appoint assistants and delegate to such assistants duties of the Treasurer as he/she sees fit.

Section 6 Vice-President (Historian). The Historian shall have custody of all historical records and shall maintain any archives of the club. He/She shall retain and organize newspaper articles, photographs and other significant materials concerning the history of the club and its activities.

Section 7 Sergeant-at-Arms. The Sergeant-at-Arms shall perform such duties as are usually prescribed to such office. The Sergeant-at-Arms shall also perform such additional duties as are determined by the President or the Board.

Article 4 Election of Directors and Officers

Section 1 Nominating Committee. A Nominating Committee shall be formed annually to nominate club members as candidates for directors of the club and as officers. The Nominating Committee shall be comprised of six (6) members, whom shall be the current club President, the current President-Elect, the current Vice President, and the three (3) immediate Past Presidents of the club who are still members of the club in good standing. Prior to the Nominating Committee's meeting, the Nominating Committee shall inform the membership of its intent to meet in order to allow club members to make nomination suggestions. The Nominating Committee shall consider any suggestions from club members and, at the designated regular club

meeting prior to the annual meeting, the Nominating Committee shall present its report and shall place in nomination as prospective directors a number of names of eligible club members equal to the number of vacancies to be filled.

Section 2 Election of Directors. At a regular club meeting to be held prior to the annual meeting, and to be designated by prior written notice to the members, nominations for directors who are to be elected for three (3) year terms shall be made. No member of the club shall be eligible for election as a director if he or she has completed a three (3) year term on the Board within five (5) years immediately prior to the date of the election. Nominations for directors from the floor will be accepted only during the meeting at which the Nominating Committee's report is presented and shall thereafter be appended to the Nominating Committee's report. Nominations from the floor must be accompanied by an agreement to serve by the member placed in nomination, either in-person or in-writing. Elections shall take place at the annual meeting of the club which shall be a regular club meeting designated by the Board in accordance with the provisions of Article 5, Section 1 of these Bylaws. If there are nominations from the floor, the three (3) candidates securing the highest number of votes shall be declared elected to the director positions being vacated on the June 30th immediately following the election and shall formally take office on the July 1st immediately following the election.

Section 3 Election of Officers. At the designated regular club meeting prior to the annual meeting when the director candidates are nominated, a slate of officers to be elected for a one (1) year term shall also be presented to the club and nominated by the Nominating Committee referenced in Section 1 of this Article. Nominations from the floor for all offices will be accepted only during the meeting at which the Nominating Committee's report is presented and shall be appended to the Nominating Committee's report. Nominations from the floor must be accompanied by an agreement to serve by the member placed in nomination, either in-person or in-writing. Elections of club officers shall take place at the designated annual meeting. Such officers shall take office on July 1st immediately following their election.

Section 4 Vacancy of Directors and Officers. Any vacancies on the Board and any vacancies in any club offices, including officer-elect or director-elect, during the year shall be filled by action of the remaining members of the Board. A club member appointed to fill a director or officer vacancy shall complete the unexpired portion of the term of the position he/she assumes.

Section 5 Removal of Director or Officer. If any Director or Officer misses four (4) Board meetings in a row, the Board may declare that position Vacant.

Article 5 Meetings

Section 1 Annual Meeting. The annual meeting of the members of the club shall be held in December on a regular meeting date designated in writing by the Board. The Board shall decide at its October meeting which regular December club meetings shall be designated as the meetings at which (a) the Nominating Committee shall present its report and place into nomination its slate of officers and directors and (b) the members of the club shall hold their annual meeting.

Section 2 Regular Club Meetings. The regular meetings of the club's members will be held weekly on Wednesdays beginning at 12:00 noon. Due notice of any changes in or the cancellation of any regular meeting shall be determined by the Board and shall be given to all club members.

Section 3 Quorum. One-third (1/3) of the club membership shall constitute a quorum at the annual and any other regular meetings of the club.

Section 4 Board Meetings. Regular meetings of the Board shall be held monthly at a time and place designated by the President. 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.

Section 5 Board Meeting Quorum. A majority of the directors entitled to vote shall constitute a quorum of the Board.

Article 6 Fees and Dues

Section 1 Admission Fee. The payment of an admission fee shall be required of all new club members. The amount of the admission fee shall be established by the Board and shall be paid by each new club member.

Section 2 Annual Membership Dues. The payment of annual membership dues shall be required of all club members. The amount of annual membership dues, established each year by the Board, shall be paid to the club Treasurer by June 30 each year. Annual dues shall include components to pay for each member's subscription to The Rotarian magazine, RI dues, Rotary District dues, an annual Champaign West Rotary Charities, Inc. contribution in such amount as is designated by the Board, and any other required fees established by the Board.

Article 7 Voting

The business of the club shall be transacted by voice votes, unless a director (at any Board meeting) or any club member (at any club meeting) shall request a secret written ballot on a specific matter in which case a secret ballot shall be conducted if approved by a majority of those present at such meeting.

Article 8 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 will be active in each of the five Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. 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. It is intended that sub-committees will be developed as needed for specific purposes and projects. Standing committees shall be appointed as follows:

Membership: This committee should develop and implement a comprehensive plan for the recruitment, development, and retention of members.

Club 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.

Club Administration: This committee should conduct activities associated with the effective operation of the club.

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.

Charities Allocation Committee: The Charities Allocation Committee shall make recommendations to the Board for the allocation of undesignated funds donated to Champaign West Rotary Charities, and for recommendation of weekly charities collection (Tin Cup) recipients. The Board may allocate Charities funds to uses other than those recommended by the Charities Allocation Committee only by a 2/3 or greater vote.

Additional ad hoc committees may be appointed as needed. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon. 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.

Article 10 Duties of Committees

Each committee shall transact such business as is assigned to it by these Bylaws, by the President, and such additional business as may be referred to it by the Board.

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[†].

Article 12 Attendance

As allowed by Article 7 of the RI Prescribed Club Constitution (Manual of Procedure 2016), Article 12 Section 1 of the RI Prescribed Constitution is superseded by the following:

Section 1 General Provisions. Each member should attend this club's regular meetings and engage in this club's service projects, other events and activities. For all provisions below, a member should apply judgment and the 4-way test as to whether they meet the provision. A member shall be counted as attending a regular meeting if the member is present in person, or using an online connection, from the bell sounding until at least the speaker introduction has begun, or makes up for an absence in any of the following ways:

- (a) Ninety (90) Days Before or After the Meeting. If, within ninety (90) days before or after the regular time for that meeting, the member makes up the absence by doing one of the following:
 - (1) attending a club committee or Board meeting, service project, or social event,
 - (2) attending a meeting, service project, or social event of another club,
 - (3) attending a meeting, service project or social event of a Rotaract or Interact club,
 - (4) attending a committee meeting or event sponsored by a district, zone, Rotary International, another Rotary entity (such as Rotary Leadership Institute, for example), or the Rotary Foundation,
 - (5) is present at the announced time and place of any of the above but for whatever reason, the meeting or event moved or was cancelled,
 - (6) participates through a club website in an interactive activity requiring an average of 30 minutes of participation,
 - (7) contributes to an ongoing project or activity for this club, another club, a Rotaract or Interact club, Champaign West Rotary Charities, a district, Rotary International, another Rotary entity (such as Zone or Rotary Leadership Institute, for example) or the Rotary Foundation for at least 30 minutes.

Article 13 Membership

As allowed by Article 9 of the RI Prescribed Club Constitution (Manual of Procedure 2016), Article 10 Section 5 of the RI Prescribed Club Constitution is superseded by the following:

[†] 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 Constitution is not computed in the attendance record of the club.)

Section 5 Dual Membership. No person shall simultaneously hold active membership in this and another club other than a satellite of this club or a Rotaract club. No person shall simultaneously be a member and an honorary member in this club.

Article 14 Duration of Membership

As allowed by Article 7 of the RI Prescribed Club Constitution (Manual of Procedure 2016), Article 15 Section 4 of the RI Prescribed Constitution is superseded by the following:

Section 4 Termination Non-attendance. Attendance Percentage. A member must attend or make up at least 50 percent of club regular meetings. If a member fails to attend as required, the member's membership may be subject to termination unless the board consents to such non-attendance for good cause.

Article 15 Finances

Section 1 Budget. At the May meeting of each year, the Board shall adopt a budget of estimated income and expenses which shall have been prepared and presented by the Treasurer for the next fiscal year, and which, having been approved by the Board, shall stand as the limit of expenditures for the respective purposes of the club unless otherwise approved by action of the Board.

Section 2 Depository. The Treasurer shall deposit all club funds in a bank or banks selected by the Board. The Treasurer may invest club funds only at the direction and with the express approval of the Board.

Section 3 Checks. All bills shall be paid by check, signed by the Treasurer. Unbudgeted expenses shall be approved by the Board prior to payment.

Section 4 Annual Financial Review. A review of all the club's financial transactions shall be conducted annually following the close of the club's fiscal year on June 30th of each year by a qualified person, designated by the Vice-President for the year being reviewed (eg. the newly installed President-Elect).

Section 5 Bond. Officers having charge or control of club funds shall give such bonds as may be required by the Board for the safe custody of club funds. The cost of any such bonds shall be borne by the club.

Section 6 Fiscal Year. The fiscal year of the club shall coincide with the year as defined in Article I of these By-Laws. The payment of per capita member dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of club membership on those dates.

Article 16 Admission of New Members

Section 1 Proposal of New Member. 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 Membership Committee. 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 Qualifications. The Membership Committee shall ensure that the proposal meets all the classification and membership requirements of the Constitution. The Membership Committee shall communicate their recommendation on the proposal to the Board for action.

Section 3 Board Action. The Board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the sponsor, through the Membership Committee, of its decision.

Section 4 Objections. After approval by the Board, the name of the proposed new member shall be published to the club. 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, that person 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 more than two (2) negative votes are cast, the proposal is rejected and the President communicates the decision to the sponsor. If approved despite the objection, the proposed member shall be considered to be elected to membership.

Section 5 Orientation and Induction. Following the election, a representative of the Membership Committee shall meet with the member-elect and discuss the obligations of Club membership. The Membership Committee shall then arrange for the member-elect's induction. The Secretary will report the new member information to RI.

Section 6 Honorary Members. The club may elect, in accordance with the Constitution, honorary members proposed by the Board.

Article 17 Resolutions

No resolution or motion to commit the 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 18 Order of Business

Meeting called to order.
Introduction of visitors.

Correspondence, announcements and Rotary Information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article 19 Amendments

These Bylaws may be amended at any regular club meeting, a quorum being present, by a two-thirds (2/3) vote of the club members present. However, no proposed amendment to these Bylaws shall be considered by the club until (a) the Board has first considered the proposed amendment at a regular or special Board meeting and has then subsequently offered its recommendation concerning the proposed Bylaws amendment to the membership prior to the vote being taken and (b) notice of such proposed Bylaws amendment shall have been emailed to each member at least ten (10) days before such meeting. No amendment or addition to these Bylaws may be made which is not in harmony with the Constitution and Bylaws of Rotary International.

Revised and Adopted by the Membership on June 13, 2007 and subsequently amended by the membership on February 17, 2010, on February 27, 2013, on December 12, 2018, and on February 6, 2019.