

# Bylaws of the Rotary Club of O'Fallon, Illinois

Approved: December 14, 2020

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## 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. Quorum: One-third of the club membership; a majority of directors for the Board (50% +1).
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

## Article 2 Board

The governing body of this club is the Board consisting of 13 members of this club:

5 officers: the president, president-elect/vice-president, secretary, treasurer, and immediate past president;

8 committee chairpersons from the five Avenues of Service committees, Membership committee, the Public Relations committee and Rotary Foundation committee.

## Article 3 Officer Succession, Terms of Office, and Elections

**Section 1** – The normal succession of offices is a four-year progression whereby a future club president is elected two and a half years prior to beginning his/her term of office. Once elected, the future president will serve a Rotary Year each as secretary, president-elect/vice-president, president, and immediate past president, in order, beginning the following July 1.

**Section 2** – The terms of office for all officers, except the treasurer, will be one (1) year. The term of office for all other board positions will be two (2) years. The treasurer, committee chairpersons, and Rotary Foundation chairperson can be elected for multiple consecutive terms.

**Section 3** – Elections should be held in December for the Rotary Year beginning the following July. The secretary position (future president) will be elected annually. The following committee chair positions will be elected to start their terms of office in even numbered years (2020, 2022, etc.): Vocational Service, International Service, and Membership. The following committee chair positions will be elected to start their terms of office in odd numbered years (2021, 2023, etc.): Club Service, Community Service, Youth Service, Public Relations, and the Rotary Foundation.

At a regular meeting one month prior to the meeting for election, the presiding officer shall ask for nominations for secretary and appropriate positions for the year. The nominations may be presented by a nominating committee or by members from the floor, or both as the club may determine. If it is determined to have a nominating committee, such committee shall be

appointed by the Board of directors. 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 receiving a majority of votes cast shall be declared elected to their respective offices.

**Section 4** – A vacancy on the Board or any office shall be filled by action of the remaining directors to complete the current term of office.

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

**Section 6** – It is recommended that each committee chairperson should have previous experience as a member of that committee. It is recommended that candidates for future president have previous experience as a committee chairperson.

## **Article 4 Duties of Officers**

All officers will serve as directors of the Board.

**Section 1 – *President*.** It shall be the duty of the president to represent the club at official functions, to preside at meetings of the club and the Board, and to perform other duties as ordinarily pertain to the office of president.

**Section 2 – *Immediate Past President*.** It shall be the duty of the immediate past president to advise the president and Board in order to provide continuity in club governance.

**Section 3 – *President-Elect/Vice-President*.** It shall be the duty of the president-elect/vice president to fulfill the duties of the president in his/her absence. In addition to preparing for their year in office as president, the president-elect/vice-president will serve as champion for Strategic Visioning and Planning.

**Section 4 – *Secretary*.** It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club and Board meetings; record and preserve the minutes of such meetings; manage correspondence; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, 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; 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 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.

## **Article 5 Meetings**

**Section 1 – *Annual Meeting*.** An annual meeting of this club shall be held in December each year, at which time the election of 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 Monday at 12:00 pm (noon). Reasonable notice of any change or cancellation of the regular meeting shall be given to all members of the club. The last meeting of each month will be reserved for the club business meeting. If possible, one additional regular meeting each month may be used for committee meetings.

**Section 3 – Attendance.** In clarification of the Standard Rotary Club Constitution, all members (except honorary members or members excused pursuant to article 10, sections 1 through 5 of the Standard Rotary Club Constitution) must attend at least sixty (60) percent of the time devoted a meeting of this club or any other club, to be counted as present for that meeting. All active members (except those excused pursuant to article 10, sections 1 through 5 of the Standard Rotary Club Constitution) are encouraged to attend or makeup at least 50 percent of the regular club meetings and attend in person at least 30 percent of them.

**Section 4** – Regular meetings of the Board shall be held on the Friday before the last meeting of each month (the business meeting). Special meetings of the Board may be called with reasonable notice by the president, whenever deemed necessary, or upon the request of two (2) directors. All significant discussions and decision made during the board meeting or at special meetings (including “virtual” meetings) since the last monthly board meeting will be documented in written minutes and maintained by the secretary.

**Section 5 – Leave of Absence.** A Rotarian may submit to the Board a request for a Leave of Absence for a period not to exceed (1) one year at a time. The Rotarian will still be expected to meet financial obligations to the Club while on the Leave of Absence.

## **Article 6 Fees and Dues**

**Section 1** – The admission fee shall be set by the Board of Directors, payable before the applicant can qualify as a member, except as specified in Article 11 and Article 12, section 2(b) of the Standard Rotary Club Constitution.

**Section 2** – The membership dues shall be set by the Board of Directors, with the understanding that a portion of each payment shall be applied to each member’s subscription to the RI official magazine as well as a flat meeting fee for the planned meetings in the next 6-month period. Dues will be invoiced to each member semi-annually in July and January and payable within 30 days.

**Section 3 – Proration and Reimbursements.** New members will be assessed prorated dues based on their induction date. Terminated members are responsible for meeting fees through their termination date and may be reimbursed if paid ahead if requested in writing to the treasurer. RI and district dues will not be prorated or reimbursed when a member leaves the club. Members who make up a missed meeting at another club meeting will be reimbursed a flat rate, as determined by the board, for the missed meeting. Reimbursements will be applied to the next semi-annual dues once proof of a paid meal or meeting fee from the make-up meeting is provided to the treasurer.

**Section 4** – The Board will explicitly confirm the admission fee and membership dues through a vote and inclusion in the minutes of the monthly board meeting each June prior to the next Rotary Year and any time the fee or dues are changed.

## **Article 7 Method of Voting**

The business of this club shall be conducted by voice vote or show of hands except the election of officers and directors, which shall be conducted by ballot. The Board may determine that a specific resolution be considered by ballot rather than by voice vote.

## **Article 8 Committees**

**Section 1** – Club committees are established based on the five avenues of service and functions important to the continuation of the club. The committees coordinate their efforts in order to achieve the club’s annual and long-range goals. The president-elect will conduct planning meetings prior to the start of the year in office. The club establishes the following standing committees which will report directly to the Board:

**Club Service:** The Club Service committee focuses on ensuring the effective functioning of the club and strengthening fellowship. This committee includes the functions of meeting setup and programs, internal communications, historian, and fellowship.

**Vocational Service:** The Vocational Service committee encourages Rotarians to serve others through their vocations and to practice high ethical standards. Club members should strive to use their professional skills in service projects.

**Community Service:** The Community Service committee covers the projects and activities the club undertakes to improve life in its community.

**International Service:** The International Service committee encompasses actions taken to expand Rotary’s humanitarian reach around the globe and to promote world understanding and peace. Club members can support International Service by sponsoring a project in another country, seeking international project partners to support projects in their own communities, or by personally volunteering at an international project site.

**Youth Service:** The Youth Service committee recognizes the positive change implemented by youth and young adults through leadership development activities (RYLA, Rotaract, Interact), service projects, and creating international understanding with Rotary Youth Exchange.

**Membership:** The Membership committee focuses on the recruitment, orientation, and retention of members.

**Public Relations:** The Public Relations committee develops and implements a communications plan to tell Rotary’s story to the public and promote the club’s projects and activities via all forms of media including print, electronic, and social media.

**Rotary Foundation:** The Foundation committee provides representation for The Rotary Foundation (TRF). The committee educates members on the purpose the Foundation and how to receive and use funds returned to the district from TRF, writes grant requests in conjunction with other club committees and overseeing the accountability of received grants, and coordinates club giving to TRF.

**Section 2** – Additional committees may be appointed as needed. Subcommittees may be organized within standing committees but will report to the standing committee Chairperson.

**Section 3** – Club members are expected to participate in at least one committee. When feasible, committee members should stay in the same committee for two to three years to promote continuity. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

**Section 4** – 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 5** – 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. In general, committees are expected to research and propose potential future service and fundraising projects, lead approved projects, propose an operating budget for their committee and spend within an approved budget. Projects should align with the club’s approved strategic plan. Prior to the last board meeting of the Rotary year, each committee chairperson will provide to the Board a written summary of the events, actions, and decisions of their committee over the previous year.

**Section 6** – *Project Proposals.* Committees will present the Board with written concepts for proposed projects which will include a description of the proposal, a budget of estimated costs and projected returns, an estimate of required manpower, and a list of tasks required to successfully accomplish the project. The Board will provide tentative approval to continue planning or reject the proposal. Following tentative approval, the concept will be presented to the general membership for comments before the Board gives final approval or rejection.

## **Article 9 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures. The budget shall be broken into two separate parts: one in respect of general club operations and one in respect of charitable/service operations.

**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: general club operations and charitable/service projects.

**Section 3** – All bills shall be paid by the treasurer or other authorized officer only when approved by the respective Committee Chair or Club officer. Non-budgeted expenditures shall be approved by the board in advance.

**Section 4** – Each Rotary year, a Financial Review Team of qualified persons will be appointed by the Board. The Financial Review Team shall perform an internal independent financial review for that Rotary fiscal year beginning July 1st and ending June 30th. The Financial Review Team shall submit a written report of its findings addressed to the Board of Directors no later than September 1st.

**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** – An annual financial statement of the club shall be provided to club members.

**Section 7** – The fiscal year of this club shall extend from 1 July to 30 June.



## **Article 10 Method of Electing Members**

**Section 1** – A member shall provide the name of a candidate to the Board in writing, through the club secretary. A transferring or former member of another club may be proposed for membership by the former club. The proposal shall be kept confidential unless the Board instructs otherwise.

**Section 2** – The Board shall ensure that the candidate meets all the classification and membership requirements as proscribed in 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 invited to join the club, informed of the purposes of Rotary and of the 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 member of the club submits a written objection to the proposal, stating reasons, to the Board within seven (7) days following announcement of information about the prospective member, that person, upon payment of the admission fee shall be considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee shall be considered to be elected to membership.

**Section 6** – The club may elect honorary members proposed by the Board.

**Section 7** – Corporate Membership. Recognizing the growing importance that businesses place on corporate social responsibility, the club has created a corporate membership option. Corporations can take part in projects that give back to the community through Rotary's well-organized structure. The Rotary Club of O'Fallon offers a corporate membership program for businesses, professional practices, government entities, educational institutions, and other entities as approved by the Board.

1. **Qualifications.** The employees of any business are eligible for corporate membership in the Rotary Club of O'Fallon.
2. **Members.** Subject to the approval of the club's board, the business designates employees to serve as members of the Rotary Club of O'Fallon and shall appoint 1 person to be primary member and up to 3 alternates.
3. **Attendance.** Attendance and participation requirements of the club may be met by any of the members. All members (primary and alternates) are entitled to attend any regular meeting of the club or any other Rotary club as determined by the club.
4. **Dues.** Dues for the corporation are \$750 per year (as of 2020). Dues shall include 1 Primary and up to 3 Alternates. Should more than one corporate member attend the same Rotary meeting, the additional members will be required to cover the cost of their meals.
5. **RI Registration.** Primary corporate members for whom RI dues have been paid are registered as active members in Rotary's database. They will be listed as official members of the club and noted in the roster as primary corporate members of the named business. Alternate corporate members for whom RI dues have not been paid are not listed on the club roster in Rotary's database.
6. **Votes and Quorum.** For the purpose of general meetings and club matters, the primary corporate member is eligible to vote. Since the corporation has one primary member that is reported as an active, RI dues-paying member, it will have only one

vote which will be made by the designee attending the meeting at which the vote is taken.

7. **Holding office.** Any RI dues-paying member listed in Rotary's database, which includes the primary corporate member, is eligible to hold office. Alternates who do not pay RI dues are not eligible.

## **Article 11 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 12 Amendments**

These bylaws may be amended at any regular meeting. Changing the club bylaws requires that notice of such proposed amendment shall have been mailed, via post or electronic mail, to each member at least ten (10) days before such meeting, that a quorum be present for the vote, and that two-thirds of the votes of all members present support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

## **Article 13 Reviews**

**Section 1** – These bylaws will be reviewed, updated, and approved within two (2) months of release of a new RI Manual of Procedures, but no later than the end of the month three (3) years after the last approval.

**Section 2** – The club's constitution will be reviewed, updated, and approved within two (2) months of release of a new RI Manual of Procedures.

**Section 3** – The club's strategic plan will be reviewed, updated, and approved no later than the end of the month three (3) years after the last approval.



**By-law review and approval:**

<b>Date</b>	<b>Name</b>	<b>Title</b>
29 Apr 17	Dale Rupright	President-Elect/Vice President
2 Mar 2020	Tanya Hawkins	President Elect/Vice President
14 Dec 20	Dave Kelahan	President Elect/Vice President