

## **BYLAWS Rotary Club of Muncie, Indiana**

### **Article 1: Election of Directors and Officers**

**Section 1** - At the second regular meeting in October, the club membership shall be nominated for the board of directors. All members in good standing, except those currently serving on the board of directors, shall be nominated. A member in good standing is defined as a Rotarian who has fulfilled his other responsibilities to the club including being current in the payment of dues and charges and having an attendance record of at least 50% in the preceding six (6) month period (January -June 30), and has been a member of Rotary for at least one (1) year. The Board of Directors may elect new Directors to bring the total membership up to twelve (12). The Board will announce the number of vacancies prior to the yearly election. The new Directors shall be elected to membership on the board of directors for a term of three (3) years commencing on the first day of July next following election. The immediate past president shall also serve as a member of the board of directors.

**Section 2** -The board of directors and the directors-elect shall meet prior to December 31 of the current calendar year and shall elect from its members the following:

- (a) A president who shall serve as a member of the board as president elect for the year commencing on the first day of July next following election as president, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.
- (b) A secretary and a treasurer. The secretary shall be a member of the board. It is not necessary that the treasurer be a member of the board. If not a member of the board, the treasurer shall become an officer and an ex officio member of the board in the year for which he/she is elected to serve and shall have such responsibilities and privileges of membership thereon as the board may determine.

**Section 3** -A vacancy on the board of directors or any office shall be filled by action of the remaining members of the board.

### **Article II: Board of Directors**

The governing body of this club shall be the board of directors, elected in accordance with Article I, Section 1, of these by-laws.

### **Article III: Duties of Officers**

**Section 1** - President. It shall be the duty of the president to preside at meetings of the club and board, and perform such other duties as ordinarily pertains to the office. The President may appoint committees or task forces, as needed. The President shall have authority to manage the local endowment fund with the Community Foundation. Board approval is

necessary for the President to make a recommendation to the Community Foundation for a distribution from the fund.

**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 the board in the absence of the president, and to perform such other duties as ordinarily pertain to the office.

**Section 3** - 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 Rotary International and perform such other duties as usually pertain to the office. More than one secretary may be approved by the board of directors to assist with those duties.

**Section 4** - Treasurer. It shall be the duty of the treasurer to have the 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. Upon retirement from office, the Treasurer shall turn over to the successor in that office or to the president all funds, books of accounts or any other club property. The treasurer shall be bonded while in the performance of these duties in such an amount that the board may require.

#### **Article IV: Meetings**

**Section 1** - Annual Meeting. An annual meeting of this club shall be held at the second regular weekly meeting in December in each year, at which time the results of the election of directors shall be announced.

**Section 2** -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 via email. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to Article VII, Section 3 of the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the members being present for at least fifty (50) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club.

**Section 3** – Action can be taken by the membership if a majority of the members present at a meeting of the Club approve such motion.

**Section 4** -Regular meetings of the board shall be held on such day of each month as the board shall determine. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

**Section 5** -A majority of the board members shall constitute a quorum of the board.

## **Article V: Fees & Dues**

**Section 1** -An admission fee shall be paid to the treasurer before an applicant can qualify as a member. The board of directors may, for time to time, direct that a part of each admission fee will be paid over to the Rotary Foundation or the Muncie Rotary Endowment Fund as a club contribution.

**Section 2** -Membership dues shall be payable prior to July 1. Membership invoices shall be distributed May 1.

**Section 3** -The amount of the admission fee and membership dues shall, from time to time, be established by the board of directors.

## **Article VI: Method of Voting**

The business of this club shall be transacted by voice vote except the election of directors, which shall be by ballot.

## **Article VII: Committees**

### **Section 1 -**

- (a) The president shall create committee, or task forces, as needed.
- (b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of club service, community service and international service as the president may deem necessary.
- (c) The community service committee and international service committee shall each have a chairman, who shall be named by the president from the membership of the board.
- (d) The president shall be an ex officio 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 by-laws 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 any action until a report has been made to the board 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 community service or international service committees.
- (g) Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership, by appointing one or more members for a second or subsequent term.

## **Article VIII: Duties of Committees**

**Section 1** - Club Service Committee. This committee shall devise and carry into effect plans that will guide and assist the members of this club in discharging their responsibilities relating to club service. The chairman of the club service committee shall be responsible for meetings of the committee and shall report to the board on all club service activities.

(a) 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 do such work in pursuance of the general object of the club as may be assigned by the president or the board.

(b) Membership Committee. This committee shall consider all proposals for membership from the personal side 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. The committee shall be made up of the immediate past president and two other past presidents with the immediate past president serving as chairman.

(c) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club.

(d) Rotary Information Committee. This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities, (4) to give the members information as to developments in the administrative operation of Rotary International, and (5) to conduct regularly scheduled orientation meetings for new members.

(k) Sergeant-At-Arms Committee. This committee shall be responsible for introducing guests and visiting Rotarians to the club at regular meetings, record the visits of those individuals, and perform such other duties as maybe prescribed by the president or the board.

(l) Club History Committee. This committee, chaired by the club historian, shall preserve and record the history of the club and its activities. This committee may, with the approval of the board, donate club records and memorabilia to a suitable depository as part of the historical record of the club.

**Section 2** - Community 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 community relationships. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

**Section 3** - International Service Committee. This committee shall devise and carry into effect plans that will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the club and shall supervise and

coordinate the work of any committees that may be appointed on particular phases of international service.

### **Article IX: Leave of Absence**

Allow for a leave of absence based upon circumstances, rather than a formal written application. Although the request might take the form of a written request, a Director can present information to the Board which warrants a leave of absence.

### **Article X: Finances**

**Section 1** - The treasurer shall select depositories for all funds of the club with approval of the board.

**Section 2** -All bills shall be paid only by checks signed by the treasurer or other officer authorized by the board. An audit or review by a certified public accountant or other qualified person may be made upon direction of the board of all the club's financial transactions.

**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, cost of bond to be borne by the club.

**Section 4** -The fiscal year of this club shall extend from July 1st to June 30th .

**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 for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

### **Article XI: Method of Electing Members**

**Section 1** - Active Member/Corporate Active Member.

- (a) A completed application of a prospective member, proposed by a current active member of the club or by the membership development committee, shall be submitted to the membership committee who shall inform the president and secretary of receipt of the application.
- (b) The membership committee shall perform an investigation into the qualifications of the prospect, and shall assign an appropriate classification. The membership committee shall report to the board on the eligibility of the proposed member from the standpoint of character, business, and general eligibility.
- (c) The board shall consider and approve or disapprove the recommendations of the membership and classifications committees and shall then notify the proposer, through the club secretary, of its decision.

- (d) If the decision of the board is favorable, the prospective member's name shall be posted for two meetings.
- (e) If no written objection to the proposal, stating reasons, is received by the board from any member of the club, the prospective member shall be informed by the proposer and, upon payment of his/her fees and dues as prescribed in Article V of these by-laws, shall be considered to be elected to membership.
- (f) If a written objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If less than four (4) negative votes are cast by the members of the board in attendance, the proposed member, upon payment of the prescribed dues and fees, shall be considered to be elected to membership.
- (g) Following the member's election to membership as herein provided, the club secretary or his/her appointee shall issue a membership card and badge to the member and shall report his/her name to the district governor and to the general secretary of Rotary International.
- (h) It shall be the responsibility of the president of the club to see that the member is formally introduced to the club at a regular meeting of the club as soon as is convenient.
- (i) Active Members pay Club & RI dues, can vote, hold office, and propose new members. They are subject to the bylaws of the Club and RI. They will receive a subscription to **THE ROTARIAN** magazine, at Club expense.

(i) Composition of Clubs.

- (a) A club shall be composed of active members each of whom shall be an adult person of good character and good business, professional and/or community reputation, (1) engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or
- (2) holding any important position in any worthy and recognized business or profession or any branch or agency thereof and have executive capacity with discretionary authority; or
- (3) having retired from any position listed in sub-subsection (1) or (2) of this subsection; or
- (4) being a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary; or (5) having the status of Rotary Foundation alumnus as defined by the board and having his or her place of business or residence located in the locality of the club or the surrounding area. An active member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said active member continues to meet all conditions of club membership.
- (b) Each club shall have a well-balanced membership in which no one business, profession or type of community service predominates. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotary Foundation alumnus as defined by the board, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes

classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

- (c) The bylaws of RI may provide for active membership, corporate active membership, and honorary membership in clubs and shall prescribe the qualifications for each.
- (d) In countries where the word "club" has an inappropriate connotation, Rotary clubs, with the approval of the board, will not be obliged to use it in their names.

Each new member shall be urged to attend the next orientation meeting of the Rotary information committee.

## **Section 2 - Honorary Member.**

- (a) Once elected, such status is enjoyed until action is taken to terminate the Honorary member. Said elected honorary member shall be introduced to the general membership of the club at a time convenient to both.
- (b) Eligibility for Honorary Membership: Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in more than one club. The term of such membership shall be as determined by the board of the club in which they hold membership.
- (c) Rights and Privileges: Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of the club in which they hold such membership. No honorary member of a club is entitled to any rights or privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.
- (d) Nominee(s) to be proposed in writing by an Active Member and presented to the Club Board of Directors for consideration.
- (e) Honorary Members are exempt from paying RI dues, are not on the RI rolls, cannot vote in Club matters, hold office, or propose new members. They are not included in the Club's membership numbers

## **Section 3 - Emeritus Member.**

- (a) Emeritus status may be awarded to Muncie Rotarians who for various reasons can no longer actively participate in meeting/events on a regular basis and meet the following criteria: (1) Member must have been classified as an Active Member, in good standing, for 20 years in a Rotary Club or have had an active leadership position in the Club (Club Officer, Board Member, Committee Chairperson or in Club, District or RI service Club projects, or special service); (2) Member must have contributed monetarily to the RI Foundation to earn at least one Paul Harris Fellow, and/or contributed to the Club's local endowment fund with The Community Foundation of Muncie and Delaware County.
- (b) Emeritus Members do not vote, may not hold office, may not propose new members and are exempt from attendance requirements. The Emeritus Member is a member of the Club, but not of RI and does not pay dues; therefore, is not

on the rolls of RI. They may receive THE ROTARIAN magazine paid by the Emeritus Member.

#### **Section 4 - Emeritus Family Member.**

(a) Emeritus Family Membership status may be awarded to the spouses of Past-Presidents, or Members who meet the criteria listed in the Emeritus Membership category. Emeritus Family status is to be proposed in writing by an Active Member and submitted to the Board of Directors for consideration. Emeritus Family Member nominees will receive notification of their nomination and will have the opportunity to accept Emeritus Family status. Emeritus Family status remains in effect until revoked by the Board, until the Member moves from the area or passes away. Emeritus Family Members could apply for Club Active Membership status if they wish by going through the regular application process.

(b) Emeritus Family Members do not vote, may not hold office, may not propose new members, and are exempt from attendance requirements. The Emeritus Family Member is a member of the Club, but not RI and does not pay dues; therefore, is not on the rolls of RI. They may receive THE ROTARIAN magazine paid by the Emeritus Family Member.

#### **Article XII: Resolutions**

No resolution or motion to commit this club on any matter shall be considered by the club 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 XIII: Amendments**

These by-laws may be amended at any regular meeting of the membership, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of Rotary International.

#### **Article XIV: Indemnification**

To the extent not inconsistent with the laws of the state of Indiana, every person (and their heirs and personal representatives of such person) who is or was a director or officer of the club shall be indemnified, including attorney fees, by the club to the extent provided in the Indiana Nonprofit Corporation Act.

Amended May 2018.