

Proposed revisions approved by the Board for submission to members September 22, 2011
Approved by membership November 29, 2011

Proposed revisions approved by the Board for submission to members November 19, 2015
Approved by membership December 18, 2015

Proposed revisions approved by the Board for submission to members September 22, 2016
Approved by membership January 30, 2017

Proposed revisions approved by the Board for submission to members January 20, 2022

BY-LAWS

The Rotary Club of Bloomington, Indiana Member of Rotary International

Preamble

This Rotary club was chartered April 13, 1918 and is club number 3430 in district 6580. These By-laws and this club's companion Constitution are consistent with and not in conflict with the Constitution and By-laws of Rotary International (RI).

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

Section 1. The governing body of this club is the board of directors, consisting of up to 13 voting members, namely, four directors elected in accordance with Article 3, Section 2 of these by-laws and the president, vice president/elect, secretary, treasurer, member-at-large, membership chair, communications chair, program chair, and the immediate past president.

Section 2. Any member who has served as an officer of Rotary International (DG, ADG) shall be an ex-officio (non-voting) member of the board of directors.

Section 3. The president has the privilege of naming up to three (3) past presidents of the club to serve as ex-officio members of the Board of Directors.

Article 3 Election of Directors and Officers

Section 1. Nominating Committee Each year, prior to the end of November, the three most recent past presidents who are active in the club shall meet as a nominating committee, with the most recent past president serving as the chairperson. The committee shall prepare a list of one or more members of the club as possible nominees for each of

the officer roles named below in Section 2. Having ascertained that every nominee is willing to serve if elected, the committee shall prepare a ballot for submission to the club membership for a vote during the annual meeting, as set forth in ARTICLE IV, Section 1. Within each officer category, the nominees shall be listed in alphabetical order.

Section 2. Vice President/President-elect The nominee receiving the highest(er) number of votes shall be declared elected as the next Vice President/President-elect to serve an 18-month term in said position before assuming the role of President for a one term.

Secretary The nominee receiving the highest(er) number of votes shall be declared elected as the next Secretary to serve a one-year term, provided, however, that the Secretary may be nominated and elected to more than one one-year term.

Treasurer The nominee receiving the highest(er) number of votes shall be declared elected as the next Treasurer to serve a one-year term, provided, however, that the Treasurer may be nominated and elected to more than one one-year term.

Directors From the four members nominated as Directors, the two nominees receiving the highest vote totals shall be declared elected as the two new Directors to serve a two-year term.

Section 3. Nothing herein shall prevent or prohibit any member of the club from making any nomination from the floor of any member of the club for any of the above-mentioned offices; such nominees, duly seconded, shall be added to the ballot. (*)

Section 4. In case of a tie vote for any of the above-mentioned offices, the club president shall determine the winner of such election by a toss of a coin.

Section 5. A vacancy in the board of directors or in any office shall be filled by action of the remaining members of the board of directors.

(*) Robert's Rules of Order do not require a second for nominations from the floor, such seconds are not prohibited, however, as a show of support. Perhaps a more important factor is to require a public expression from the "new" nominee to serve, if elected.

Section 6. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

Article 4 Duties of Officers

Section 1. President The president shall preside at meetings of the club and the board and perform such other duties as ordinarily pertain to the office. The president shall present a plan of action for the coming year to the Board.

Section 2. Vice President/President-elect The vice president/president-elect or past-president shall preside at meetings of the club and the board in the absence of the president and perform such other duties as the president may assign.

Section 3. Secretary The secretary, with assistance from the club administrative assistant, shall keep the records of membership, record the attendance at meetings, keep the president and membership committee apprised of attendance problems, send notices of meetings to the club, board, and committees, record and preserve the minutes of such

meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International, the monthly report of attendance at the club meetings, which shall be made to the district governor and assistant district governor immediately after the last meeting of the month, collect and remit to Rotary International subscriptions to The Rotarian and perform such other duties as usually pertain to the office. Upon retirement from office, the secretary shall turn over to the successor or president all official club records, and club property in the secretary's possession.

Section 4. Treasurer The treasurer shall have custody of all funds, accounting for them annually to the club at the annual meeting and monthly to the board and shall perform such other duties, with assistance from the club administrative assistant, as pertain to the office. Upon retirement from office, the treasurer shall turn over to the successor or to the president all funds, books of account, and any other club property in the treasurer's possession.

Section 5. Member-at-Large The member-at-large, appointed by the president, shall perform such duties as may be prescribed by the president or the board.

Article 5 Meetings

Section 1. The club's annual meeting shall be on a designated meeting day for the election of officers and directors to serve for the Rotary year beginning July 1.

Section 2. The club shall meet weekly, except around year-end holidays. Due notice of cancellations or changes in meetings shall be given to all club members.

Section 3. One-third of the membership shall constitute a quorum at the annual and regular meetings of the club.

Section 4. The board of directors shall meet each month as set by the president. The president, when he/she deems necessary, or upon request of two members of the board of directors, may call special meetings, due notice being given.

Section 5. A majority of the voting members of the board of directors shall constitute a quorum for the board.

Article 6 Fees and Dues

Section 1. The amount of the membership fee shall be determined annually by the Board of Directors to be effective for the ensuing fiscal year. Fees are payable quarterly on the first day of July, October, January, and April. Said fees shall include cost for a subscription to Rotary magazine. Optional contributions to the Rotary Foundation (leading to Paul Harris Fellow designations) and the Bloomington Rotary Foundation can also be billed.

Section 2. Meal prices will be based on direct meal expenses. Individual meals will be charged to members for meetings they attend.

Section 3. All members shall receive a quarterly statement of their personal Rotary account (including meals and membership fees) with instructions for payment. As part of routine Board business and in order to maintain the integrity of club accounts and to appropriately manage those funds entrusted to it, the Bloomington Rotary Board will initiate an appropriate process for any member whose account reflects a past due balance with charges that are more than 90 days old.

- a. If the member is unable to pay the outstanding balance within 30 days and does not arrange a satisfactory payment plan, then his/her membership in Bloomington Rotary will be terminated.

Article 7 Method of Voting

The business of this club shall be transacted by voice vote. The board may designate the election of officers and directors to be by secret ballot if there are multiple candidates for individual positions.

Article 8 Committee Structure of the Club

Section 1. The president shall survey the membership as to preferences for committee assignments and assign as feasible.

Section 2. The president shall, with the approval of the board, also appoint such additional committees as deemed necessary.

Section 3. The president is an ex-officio, non-voting member of all committees.

Section 4. Each committee shall transact such business as is delegated to it in the by-laws policy document or referred to it by the president or the board. Except where special authority is given it by the board, such committees will implement no actions until these have been reported to, and approved by, the board of directors.

Article 9 Duties of Committees

In general, club committees shall devise and implement plans to guide and assist members of this club in discharging their roles in their club, community, vocational, and international relationships.

Article 10 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 11 Finances

Section 1. The treasurer shall deposit all funds of the club in a bank designated by the board.

Section 2. All bills shall be paid by checks signed by the treasurer upon vouchers signed by any two officers.

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

Section 4. The fiscal year of this club shall extend from July 1 to June 30 and for the collection of dues shall be divided into four quarterly periods extending from July 1 to September 30, October 1 to December 31, January 1 to March 31, and April 1 to June 30. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year on the basis of membership in the club on those dates. Magazine subscriptions for members joining during a semiannual period are payable upon receipt of a proper invoice from the Rotary International.

Section 5. At the beginning of each fiscal year the incoming president, in conjunction with the Treasurer, shall prepare a budget of estimated income and expenditures for the year, which, upon acceptance by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Section 6. The salary paid to the club's administrative assistant shall be determined annually by the board as part of the budgeting process.

Article 12 Method of Electing Members

Section 1. Active Members

- a. Full membership protocols are contained within the Membership Policy Document, developed by the Membership Committee and approved by the Board of Directors.
- b. Prospective members may be proposed by the Membership Committee or by any active member in good standing. The Board shall act on the new member recommendation.
- c. The proposer shall fully inform the proposed member of the privileges and financial and service responsibilities of membership in a Rotary Club and shall obtain the permission of the proposed member to have his/her name published to the membership of the club.
- d. The club president shall ask the proposer/sponsor to serve as the new member's mentor; if such is not possible, the president shall name another club member to serve as mentor.
- e. The secretary shall then prepare and send a New Member Report form to the general secretary of Rotary International. Additionally, the secretary shall request the club president to establish an induction date as soon as such is feasible.

Section 2. Honorary Members

- a. 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 this club. The terms and qualifications of such membership shall be as determined by the board. Members who qualify for honorary membership may opt to continue as full dues-paying members. An honorary member who was previously a member in good standing may resume full dues-paying membership status with an attendance waiver, at any time, with the Board's approval.

b. The name of a person proposed for honorary membership shall be submitted to the board of directors in writing. If no more than one-third of votes cast by members of the board of directors in attendance are negative, the proposed member shall be considered duly elected.

c. Rights and Privileges. Honorary members are not official members of Rotary International or the club and 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 this club.

d. Honorary members pay for meals but not membership fees and will be listed in the club directory as such.

e. Honorary members are not counted as members or as part of club attendance rates.

Section 3. Members of Bloomington Rotary Foundation

All members of the club are also automatically members of the Bloomington Rotary Foundation, Inc. and have the duty and responsibility to participate in the annual election of the Foundation Directors as provided for in the Articles of Incorporation and the Code of By-laws of the Bloomington Rotary Foundation, Inc.

Article 13 Resolutions and Subscriptions

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

Article 14 Amendments

These by-laws may be amended at any regular meeting, a quorum (one-third of the membership) 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 that is not in harmony with the club constitution and the constitution and by-laws of Rotary International.

Article 15 Dissolution, Liquidation and Termination

Section 1. Dissolution

The Club shall be dissolved only upon the majority vote of the Members.

Section 2. Liquidation and Termination

a. Upon dissolution of the Club, the Board shall cause the Club to liquidate by converting the assets of the Club to cash or its equivalent and arranging for the affairs of the Club to be wound up with reasonable speed but with a view towards obtaining fair value for Club assets, and, after satisfaction of its financial and other obligations, the Board shall distribute any remaining assets to the Rotary International Foundation or the Bloomington Rotary Foundation as determined by the Board.

b. Upon dissolution, the Club shall resign its membership with Rotary International and such resignation shall be immediately effective upon acceptance by the Rotary International Board. The certificate of membership of the Club shall be returned to the general secretary of Rotary International.