

BYLAWS OF THE ROTARY CLUB OF FRANKLIN, INDIANA

Article 1. Definitions.

The following terms shall, for purposes of these Bylaws, have the meaning subscribed herein:

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| 1. Board: | The Board of Directors of the Club |
| 2. Director: | A member of the Board |
| 3. Club: | The Rotary Club of Franklin, Indiana |
| 4. Member: | A member, other than an honorary member, of the Club |
| 5. RI: | Rotary International |
| 6. Year: | The twelve-month period that begins on July 1st |
| 7. Constitution: | The Constitution of the Rotary Club of Franklin |

Article 2. Board

The governing body of the club shall be the Board consisting of six (6) to fourteen (14) members of the Club. The president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, sergeant-at-arms and the immediate past-president shall serve as Directors along with the chairs and co-chairs of one of the standing committees set forth in Article 10 of these Bylaws.

Article 3. Election of Directors and Officers

Section 1 - At a regular Club meeting no less than two weeks prior to the annual meeting, the presiding officer shall ask for nominations by members of the Club for the offices and positions of president, secretary, treasurer and committee chairs/co-chairs. The nominations may be presented by a nominating committee or by members of the floor. A nominating committee, if used, shall be appointed by the board and may include Directors as well as other members. The nominations duly made shall be placed on a ballot in alphabetical order under each office or for the position of Director and shall be voted for at the annual meeting. The candidates for president, secretary and treasurer receiving a majority of the votes shall be declared elected to the respective office and those elected as the non-officer Directors shall be so declared. The candidate for president-elect in such balloting shall be the president-nominee and serve as a Director the year commencing on the first day of July next following the election and shall assume office as president on July 1st immediately following that year. The president-nominee shall take the title of president-elect on July 1st of the year prior to taking office as president.

Section 2. The officers and directors, so elected, together with the immediate past-president shall constitute the Board. Within one week after their election, the Directors-elect shall meet and elect a member of the club to act as sergeant-at-arms.

Section 3. A vacancy in the Board or any office shall be filled by action of the remaining Directors.

Section 4. A vacancy in the position of any officer-elect or Director-elect shall be filled by action of the remaining Directors-elect.

Article 4. Duties of Officers

Section 1 - *President.* It shall be the duty of the president 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 - *President-elect.* It shall be the duty of the president-elect to serve as a Director, preside at meetings of the Club and the Board in the absence of the President, and to perform such other duties as may be prescribed by the president or the Board.

Section 3 - *Secretary.* It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of the Club, Board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on January 1st and July 1st of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the Club since the start of the July or January semiannual reporting period; 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; remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 4 - *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 pertain 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, and any other Club property.

Article 5. Meetings

Section 1 - *Annual Meeting.* An annual meeting of the Club shall be held on the second Tuesday at 12:00 (noon) 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 meetings of the Club shall be held on Tuesdays at 12:00 (noon). Due notice of the changes in or cancelling of the regular meeting shall be given to all members of the Club. All active members excepting an honorary member (or member excused pursuant to

the Constitution) in the Club, on the day of the regular meeting, must be counted as present or absent, and the attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at the club or any other Rotary club, or as otherwise provided in the Constitution, Article 9, Sections 1 and 2. Attendance for corporate memberships will be accounted for in the same manner as other active members according to these expectations: for two (2) individuals of a corporate membership, the individuals' combined attendance must be 60% or greater. For three to four (3-4) individuals in a corporate membership, the combination of all individuals' attendance must be 75% or greater.

Section 3 - One third of the membership shall constitute a quorum at the annual and regular meetings of the Club. A quorum being present, any matter before the Club, unless otherwise provided herein, shall pass by a two-thirds vote of all members present.

Section 4 - Regular meetings of the Board shall be held on the second Tuesday of each month at 8:00 a.m. unless otherwise scheduled with due notice. 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 - A majority of the Directors shall constitute a quorum of the Board. A quorum being present, any matter, before the Board shall pass with a majority vote

Section 6 - *Action Without Meeting.* Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if the action is taken by all members of the Board of Directors. The action must be evidenced by at least one written consent describing the action taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent, unless consent specifies a prior or subsequent effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Email may be considered valid consent if sent to a Director's personal or business email account.

Section 7 - *Participation at Meetings.* A director may participate in an annual, regular or special meeting of the Board of Directors by or through the use of any means of communication by which all Directors participating in a meeting by this means is considered to be present in person at the meeting.

Article 6. Fees, Dues and Meals

For individual memberships:

Section 1 - The admission fee shall be \$50 to be paid before the applicant can qualify as a member except for in the Constitution, Article 11.

Section 2 - The membership dues shall be \$220 per annum, payable as invoiced. A portion of dues shall be applied for payment of each member's subscription to the RI official magazine. **Section 3** – Active members shall be charged for meals at meetings. R85 members shall only pay for meals when they attend meetings.

For corporate memberships:

Section 1 - The admission fee shall be \$50 per person to be paid before the applicant can qualify as a member except for in the Constitution, Article 11.

Section 2 - The membership dues shall be \$220 per annum per person, payable as invoiced. A portion of dues shall be applied for payment of each corporate member's subscription to the RI official magazine.

Section 3 – Corporate members shall be charged for one (1) meal weekly for memberships that include two (2) individuals; and two (2) meals weekly for memberships that include three to four (3-4) individuals.

For satellite group memberships:

Section 1 - The admission fee shall be \$50 per person to be paid before the applicant can qualify as a member except for in the Constitution, Article 11.

Section 2 - The membership dues shall be \$220 per annum per person, payable as invoiced. A portion of dues shall be applied for payment of each corporate member's subscription to the RI official magazine.

Section 3 – Corporate members shall be not be charged for meals, unless they attend a meeting with a meal charge. Those meals will be paid by the member at each occurrence or billed to the member's invoice.

Article 7. Method of Voting

The business of the Club shall be transacted by *viva voce (vocal assent)* vote except the election of officers and Directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Article 8. Five Avenues of Service

The five Avenues of Service are the philosophical and practical framework for the work of the Club. The Avenues of Service are: Club Service, Vocational Service, Community Service, International Service and New Generations. The 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 the continuity of leadership and succession planning. When feasible, committee members should serve on the same committee for a three years to help ensure consistency. The president-elect is responsible for appointing committee members, appointing the non-officer Directors-elect as 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. Standing committees should be appointed as follows:

- **Membership**
This committee should develop and implement a comprehensive plan for the recruitment 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
- **Community and International Service**
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 contribution and program participation
- **New Generations**
This committee should be committed to involving youth and young adults in vocational, community, and international service projects and resources to support them, i.e. the Interact Club, Rotary Youth Leadership Awards (RYLA), the Rotary Youth Exchange Program, Rotaract club, and any other programs in which the club might participate
- **Satellite Group**
This group provides alternate means of membership -- and will meet twice monthly outside of the regular club meeting times with a goal of developing and participating in community service projects

Additional ad hoc committees may be appointed as needed.

(a) The president shall be an ex officio member of all committees and, as such, shall have the privileges of membership thereon.

(b) Each committee shall transact its 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 approval by the Board.

(c) Each committee chair shall be responsible for meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board and the Club on all activities.

Article 10. Duties of Committees

The duties and goals of all committees shall be established and reviewed by the president for his or her year. In declaring duties and goals of each, the president shall reference to appropriate RI materials. The Community and International Service committee will consider the

Avenues of Vocational Service, Community Service and International Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for Club committees, mandates, goals and plans for presentation to the Board in advance of the commencement of the year as noted above.

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. Members shall continue to pay dues but will be excused from meal fees during the absence.

Article 12. Finances

Section 1 - Prior to the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into two separate parts; one in respect of Club operations and one in respect of charitable/service operations.

Section 2 - The treasurer shall deposit all Club funds in a bank or other appropriate investment account, approved by the Board. The Club shall, when investing its funds, invest in a diversified portfolio or in mutual funds that provide proper diversification. To the extent reasonably possible, Club investments should reflect the values and goals of the Club and RI.

Section 3 - All bills and obligations shall be paid by the treasurer or other authorized officer as follows:

i) bills and obligations received in the ordinary course of Club operations shall be paid promptly;

ii) reimbursements to members and other Club obligations that are not ordinary operating expenses of the Club shall be paid only after written authorization for payment is received from the president or, in the president's absence, by the president-elect;

iii) all charitable contributions, scholarships, grants, community donations and other similar expenditures shall be made only upon proper resolutions by the Board and prompt written notice to the president and president-elect notifying such officers that such payment

has been transmitted. The treasurer shall keep with the account records printed copies of all notices and approvals as required herein.

Section 4 - A thorough review of all financial transactions and account records by qualified persons shall be made semi-annually.

Section 5 - The fiscal year of this Club shall extend from July 1st to June 30th.

Article 13. Method of Electing Members

Types of Membership: There are three types of membership in the Rotary Club of Franklin: active, corporate and honorary.

- a. **Active Membership.** An individual of good character, good business and professional reputation in a recognized business or profession are eligible for membership.
- b. **Corporate Membership.** Two to four active members from one business or organization.
- c. **Satellite Group Membership.** Alternative membership to accommodate members who cannot meet weekly during the day. See "Bylaws of the FRC-Satellite."
- d. **Honorary Membership.** The Club may elect, in accordance with the Constitution, honorary members proposed by the Board.

Section 1 – The name of a prospective member or corporation, proposed by an active member (the sponsor) of the Club, shall be submitted to the Membership Committee which refers the proposal to the Board after the Membership Committee ensures that the proposal meets membership requirements of the Constitution. The proposal should be kept confidential until approved by the Membership Committee and the Board. A transferring or former member of another club may be proposed to active membership by the former club.

Section 2 - The Board shall approve or disapprove the proposal within five (5) calendar days of its submission and the Membership Chair shall notify the sponsor, of its decision.

Section 3 - If the decision of the Board is favorable, the prospective member or corporation shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership (either by the sponsor or the Membership Committee), following which the prospective member or corporation is eligible to apply for membership and permit his or her name to be published to the Club for final approval. The Membership Chair will notify Club members of the submitted application.

Section 4 - If no written objection to the application, stating reasons, is received by the Membership Chair from any member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member or corporation, the person or corporation, upon payment of the admission fee (if not honorary membership), as prescribed in these Bylaws, shall be considered to be elected to the membership. The Membership Chair will notify the Club President and Secretary of approval or disapproval. If any objection has been filed with the Board, the Board shall

vote on the matter at its next meeting. If approved despite the objection, the proposed member or corporation, upon payment of the admission fee (if not an honorary membership) shall be considered to be elected to membership.

Section 5 - Following the election, the Membership Chair shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the secretary will report the new member information to RI and the president will assign the sponsor to assist with the new member's assimilation to the Club. The Membership Committee will provide a new member handbook and organize new member orientation.

Article 14. 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 15. 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 16. Amendments

These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such amendment shall have been mailed or otherwise provided to each member at least ten (10) days before such meeting. No amendments or additions to these Bylaws can be made which is not in harmony with the Constitution and with the constitution and bylaws of RI.

Document History and Version Control Table			
Version	Action	Approval Authority	Action Date
1.0	Adopted	Club Membership	12/10/2002
2.0	Amended	Club Membership	05/22/2012
3.0	Amended & Updated	Club Membership	03/12/2019
4.0	Amended & Updated	Club Membership	07/14/2022