

Bylaws of the Rotary Club of Oberlin, Ohio

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 the directors for the Board. 5. RI: Rotary International. 6. Year: The twelve-month period that begins on 1 July. 7. Oberlin Rotary Memorial Fund: Hereafter referred to as the Fund, consists of two Programs, namely the Charitable and Scholarship.

ARTICLE 2 Board

The governing body of this club shall be the board consisting of ten (10) members of this club, namely, five (5) directors elected for two-year terms in accordance with article 3, section 1, of these bylaws, and the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer¹, the immediate past president. The board also includes, if appointed, sergeant-at-arms, and / or the Fund Program chair(s) who shall have full voting rights on both club and memorial fund business.

ARTICLE 3 Elections of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, and secretary, treasurer. In odd numbered years nominations for two (2) directors whose terms will begin in the even numbered year following their election and in even numbered years' nominations for three (3) directors whose terms will begin in the odd numbered year following their election. The nominations may be presented by a nominating committee or by members from the floor, by either or by both. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. 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 for president, secretary, and treasurer receiving the majority of the votes for each office shall be declared elected to their respective offices. The candidates for director receiving the majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-elect and serve as a director for the year commencing on the first day of July next following the election and shall assume office as president on the first day of July immediately following that year.

Section 2 – At the first Board meeting after the annual election the Board shall adjourn to the Fund and choose the two (2) fund program chairs for the Fund. ²

Section 3 – In July, the board of directors may elect a member of the club to act as sergeant-at-arms.

Section 4 – A vacancy on the board or any office shall be filled by the action of the remaining directors.

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

¹ The position of Secretary and of Treasurer can be combined or separate. If separate there would be 9 (nine) board members.

² Or if necessary, another meeting prior to July 1st.

Section 5 – Terms of office for each role are as follows:

- a. President: 1 year.
- b. President Elect: 1 year.
- c. Secretary/Treasurer: 1 year.
- d. Board Member: 2 years.
- e. Sergeant at Arms: 1 year.
- f. The Fund Program Chairs: 1 year.

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 and to perform such other duties as may be prescribed by the president or the board.

Section 3 – Immediate past-president. It shall be the duty of the immediate past president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to his/her office. In the absence of both the president and immediate past president, any past president of the club may preside at meetings of the club and board.

Section 4 – Secretary. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of 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 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has 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; collect and remit RI official magazine subscriptions; 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 them 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. The board may appoint a deputy treasurer, with signature privileges, to act in the absence of the treasurer.

Section 6 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

ARTICLE 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the first Friday of December each year, at which time the election of officers and directors to serve for the ensuing Rotary year shall take place. ³

³ Per RI the annual meeting shall be held no later than Dec 31st.

Section 2 – The regular weekly meetings of this club shall be held on Friday at 12:00 pm. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to article 8, sections 3 and 4 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 member’s being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

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

Section 4 – Regular meetings of the board shall be held monthly at a date and time established by the board at the start of the Rotary year. 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 board of directors shall constitute a quorum of the board.

Section 6 - If the vote is tied, the motion will NOT pass.

ARTICLE 6 Fees and Dues

Section 1 – The admission fee, as determined by the board of directors, shall be paid within a month after receipt of the bill.

Section 2 – The amount and due date for membership dues shall be as determined by the board of directors. A portion of the annual membership dues shall be applied to each member’s subscription to the RI official magazine.

ARTICLE 7 Method of Voting

Section 1 - The election of officers and directors shall be conducted by ballot. Official ballots will be “emailed” to club members of record prior to the election date or available on Election Day at the “check in” desk. All ballots must be received prior to the date and time specified on the ballot. ⁴

Section 2 The general business of this club shall be transacted by voice vote or electronic (email, Zoom, etc.). The board may determine that a specific resolution be considered by ballot rather than by voice or electronic vote.

Elected or appointed board members or officers may make a motion by following this procedure.

1. Secure a “second” to the motion.
2. Send the motion with the second to the club president and secretary. Include the reason for the motion and what it is expected to achieve (if appropriate) as well as cost and the required commitment on the part of the club.
3. The president will review the motion. The President has the option to defer action to the next full board meeting.
4. If it's not deferred the president sends the motion to the secretary who sets up the dates for a discussion period followed by electronic voting.
 - a. The secretary will email to board members/officers the opening date and time of the discussion period and the separate voting period along with the email address to be used for casting a vote.

Note: After the discussion period the voting period is started.
 - a. The secretary will tally the votes and report the results to the President.
 - b. President will instruct the secretary to record the results of the vote and send this to the board/officers.

⁴ Upon request members without email can receive a ballot by USPS mail.

5. Results of online votes are effective immediately following publication of the results unless otherwise stated in the voting proposal.

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, Community Service, International Service, Vocational Service, and Youth Service. This club will be active in each of the Avenues of Service.

ARTICLE 9 Committees

Section 1 - Club committees are charged with conducting the annual and long-range strategic 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. The president-elect is responsible for establishing the necessary committees to achieve the goals of the club for the coming Rotary year, and for appointing committee members, 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. Committees may be appointed as needed.

Section 2 - The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

Section 3 - 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 act until a report has been made and approved by the board.

Section 4 - 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

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall refer to appropriate RI materials and the Avenues of 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 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 Leaves 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 no longer than twelve (12) months. ⁵

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

⁵ Note: 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.

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 – All club funds shall be deposited in a bank, savings and loan or credit union approved by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – The treasurer or other authorized officer shall pay all bills only⁶.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – At the discretion of the board, 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 – The fiscal year of this club shall extend from 1 July to 30 June. The collection of members' dues shall be done during the month of July for the entire year. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year based on the membership of the club on those dates.

Section 7 – The annual meeting for the election of officers includes the club's mid-year financial report with current and previous year income and expense.⁷

ARTICLE 13 Method of Electing Members

Section 1 The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. 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. The secretary submits the new member application form to the membership committee, which shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 2 Membership committee submits its recommendation to the board. If approved by the board the proposal for membership shall be circulated to the club members at the next regular club meeting.⁸

Section 3 After review by membership the board shall either approve or disapprove the proposal, based on the input of the membership, and shall notify the proposer through the club secretary of its decision.

Section 4 Once approved for membership the proposer shall be informed and shall invite the prospective member to a meeting for information about the purposes of Rotary and the privileges and responsibilities of membership. Following this meeting the prospective member shall be requested to sign the membership proposal form and to complete a biographical information form.

Section 5 Following the election, the president shall arrange for the new member's induction. In addition, the secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

⁶ Deputy Treasurer.

⁷ 2019 Council on Legislation

⁸ Submission to the membership at one regular meeting per RI suggested 2014 By-Laws.

Section 6 The club may elect, in accordance with the standard Rotary club constitution, **honorary members** proposed by the board.

ARTICLE 14 Harassment-free Environment. Harassment-free Environment Rotary is committed to maintaining an environment that is free of any form of harassment. All members and individuals attending or participating in Rotary meetings, events or activities should expect an environment free of harassment, including unwelcome physical contact, advances, or comments. Members and Rotary participants shall maintain an environment that promotes safety, courtesy, dignity, and respect to all. Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults, or offends a person or group based on any characteristic (age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientations, or gender identity). The club board, district, or zone event leadership shall promptly address allegations of inappropriate behavior, including harassment and shall not retaliate against those making the allegation. All allegations of criminal behavior must be referred to local law enforcement.⁹

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

Call to order
Pledge of Allegiance
Patriotic song
Invocation
Club singing
Introduction of visitors
Announcements/business
Sergeant-at-arms
Program/speaker
Adjournment

ARTICLE 16 Oberlin Rotary Memorial (Charitable) Fund¹⁰

Section 1 - The Fund, hereinafter referred to as the fund, is established for and dedicated exclusively to the charitable and educational purposes of the club, in memory of Rotarians. The fund shall be maintained separate from all other funds of the club and separate books and accounts shall be maintained. The income and principal of the fund shall not be commingled with other funds of the club which are held for other than charitable or educational purposes.

Section 2 – The fund is solely for the purpose of conducting charitable and educational purposes. The fund is empowered to exercise all rights and power conferred upon charitable organizations, including, but without limitation thereon, to receive gifts, bequests, and contributions, in any form, and to use, apply, invest and reinvest the income and principal therefrom or to distribute the same for the above purposes. The fund shall include all

⁹ 2019 Council on Legislation

¹⁰ 081916 Board meeting agreed to clarify that the Memorial fund is a charitable fund, so we added the () to the title.

property which from time to time may be transferred to said fund, all property contributed to the fund for charitable and educational purposes and all income from the foregoing property.

Section 3 – A fund committee, whose members shall be the board of directors of the club, shall possess and exercise all powers with respect to the fund, including the authorization of distributions of income and principal of the fund in furtherance of the charitable and educational purposes of the Fund. The fund committee shall elect a chairperson(s) and one or more secretaries and/or treasurers for the fund who may or may not be members of the board and who shall possess and may exercise the same powers as the other members of the fund committee. The term of office for these officials shall be one (1) year beginning with the new Rotary year on July 1st. Those so designated may act in executive capacity for the fund to carry on fund business and to meet its financial obligations, drawing first on income to the fund and seeking the agreement of a majority of the fund board regarding liquidation of other assets. No member of the fund committee may participate in the decision to award a grant from the fund to any applicant or candidate who is a lineal descendent, ancestor, brother, or sister of such member.¹¹ The fund committee shall provide the club with detailed reports indicating the uses to which the income and principal of the fund have been put and shall account for any unexpended funds. Such reports shall be submitted at least annually. All action by the fund committee shall be determined by a majority vote of such fund committee members present at any meetings called with respect to the business of the fund, with each fund committee member having one vote.

Section 4 – The Scholarship Program of the Oberlin Rotary Memorial Fund is described in the attached document of that title. At the discretion of the fund committee, the fund committee may select a scholarship screening committee of at least three members who would then process applications for scholarship grants from the fund. The scholarship screening committee may submit recommendations to the fund committee; however, the fund committee shall not be bound by any recommendations from the scholarship screening committee. The scholarship screening committee may be comprised of members who are not members of the club.

Section 5 – The Charitable Program of the Oberlin Rotary Memorial Fund is described in the attached document of that title. At the discretion of the fund committee, the fund committee may select a project screening committee of at least three members who should then process applications for grants from the fund. The project screening committee may submit recommendations to the fund committee; however, the fund committee shall not be bound by any recommendations made by the project screening committee.

Section 6 – No part of the net earnings of the fund may inure to the benefit of or be distributable to any private individual, but the fund shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable and educational purposes of the fund. The fund shall not carry on propaganda or otherwise attempt to influence legislation and shall not participate or intervene in any political campaign, to such an extent as would result in the loss of exemption under 501 (c) (3) of the Internal Revenue Code. It is intended that the fund shall have and continue to have the status of an organization which is exempt from federal income taxation under 501 (c) (3) of the Internal Revenue Code of 1954 and which is other than a private foundation as defined in 509 (a) of the code, and these procedures shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

¹¹ Any applicant or candidate who is a lineal descendent, ancestor, brother, or sister of a member of the Rotary Club of Oberlin is NOT eligible for a scholarship. April 19, 2013, Board meeting affirmed this policy.

Section 7 – Upon dissolution of the fund, the fund committee shall, after paying or making provision for the payment of all liabilities of the fund, distribute all assets of the fund exclusively for charitable and educational purposes.

ARTICLE 17 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by two thirds vote of all members present if notice of such proposed amendment shall have been mailed or emailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.¹²

1. *Reviewed 2005; Adopted by Board of Directors 06/08/05 and by vote of club members 07/05*
2. *Reviewed 02/11.*
3. *Rev 2013: Adopted by Board of Directors 07/19/13 and by vote of club members 08/02/13.*
4. *Reviewed 11/17/13, approved 11/22/13 Board Meeting, 12/06/13 by vote of club members.*
5. *Footnote re attendance approved Dec 20, 2013, board meeting.*
6. *Reviewed 08/04/14, approved 08/15/14 Board meeting, approved 8/29/14 by vote of club members.¹³*
7. *Reviewed Nov 2019 approved 12/13/19 by vote of board and club members.*
8. *Reviewed and approved by board and club Aug 21, 2020.*
9. *Approved by the Board Aug 2, 2023. Approved by club Aug 18, 2023*

¹² *RI bylaws are only recommendations. Club bylaws should be used to supplement the Standard Rotary Club Constitution with the common practices and processes of your club. You may update the club bylaws to reflect the current practices of your club as long as the changes do not conflict with the RI Constitution and Bylaws, the Standard Rotary Club Constitution, and the Rotary Code of Policies. Your club may also determine how to define a quorum for voting purposes.*

¹³ Review committee VanDyke and Findlan. Attorney Eric Severs reviewed the Memorial Fund sections 8/21/14.