

## **Bylaws of the Rotary Club of Thief River Falls**

### **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 July 1<sup>st</sup>.

### **Article 2 Board**

The governing body of this club shall be the board consisting of the president, past president, president-elect, vice-president, secretary, treasurer, and the sergeant-at-arms. At the discretion of the president, also added can be the chairs of the standing committees.

### **Article 3 Election of Officers**

**Section 1** – At a regular meeting one month prior to the annual meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, and treasurer. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use 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 (by surname) under each office. The ballot shall also include a “None of the Above” option for each office except president. Ballots shall be voted at the annual meeting using instant-runoff voting. (Ties for last place shall be handled by dropping all tied candidates, except if this would eliminate all candidates, in which case one candidate shall be eliminated by the presiding officer drawing lots.) The candidate for president elected in such balloting shall be the president-nominee.

**Section 2** – The officers elected, the (current) president-elect, and the (current) president, shall constitute the board-elect. The directors-elect may appoint a member of the club as sergeant-at-arms. The president-elect may appoint standing committee chairs-elect as directors-elect.

**Section 3** – At the start of the next year (July 1<sup>st</sup>), the board-elect becomes the board. The president becomes the past president, the president-elect becomes the president, and the president-nominee becomes the president-elect.

**Section 4** – A vacancy in any office shall be filled by action of the remaining directors.

**Section 5** – A vacancy in the position of any officer-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** – *Past President*. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 3** – *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 4 – Vice-President.** It shall be the duty of the vice-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 the office of vice-president. If no vice-president is elected for a given year, these duties shall be assumed by the president-elect.

**Section 5 – 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, 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; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. Any duty of the secretary may be assumed by the treasurer with the consent of the secretary or president.

**Section 6 – 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, or any other club property.

**Section 7 – 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. If no sergeant-at-arms is appointed for a given year, these duties shall be assumed by the president-elect.

## **Article 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held, 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 Tuesday at noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members (except member excused pursuant to the 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 the lesser of thirty (30) minutes or 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 club constitution, article 9, sections 1 and 2.

**Section 3 –** One-fourth 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 on the first Wednesday of each month. Due notice of any changes in or canceling of the regular meeting of the board shall be given to all members of the board. 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.

## **Article 6 Fees and Dues**

**Section 1** – The admission fee shall be \$0 to be paid before the applicant can qualify as a member, except as provided for in the club constitution, article 11.

**Section 2** – The membership dues shall be \$120.50 per quarter. A portion of dues shall be applied to each member's subscription to the RI official magazine.

## **Article 7 Method of Voting**

The business of this club shall be transacted by *viva voce* 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 Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This club will be active in each of the Avenues of Service.

## **Article 9 Committees**

**Section 1** – Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing 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.

**Section 2** – Standing committees are as follows:

- *Membership*. This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- *Public Image*. 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.
- *Service Projects*. 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 contributions and program participation.

**Section 3** – Additional ad hoc committees may be appointed as needed.

**Section 4** – The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

**Section 5** – 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 6** – 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 reference 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 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 no longer than twelve (12) months.

#### **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 separate club operations and charitable/service operations.

**Section 2** – The treasurer shall deposit all club funds in a bank, named by the board.

**Section 3** – All bills, except routine bills from RI, shall be paid by the treasurer or other authorized officer only when approved by the president or two other directors.

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

**Section 5** – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

#### **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, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club.

**Section 2** – The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

**Section 3** – The board shall approve or disapprove the proposal within thirty (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 informed of the purposes of Rotary and of the privileges and 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 written objection to the proposal, stating reasons, is received by the board from any member of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 6** – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or 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.

**Section 7** – The club may elect, in accordance with the club constitution, honorary members proposed by the board.

#### **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**

The president is encouraged, but not required, to follow this template:

Meeting called to order.

Correspondence, general announcements, and Rotary information.

Introduction of visitors.

Birthday and anniversary announcements.

Student Rotarian presentation.

Happy Dollars.

Committee reports.

Any unfinished business.

Any new business.

Address or other program features.

Fundraiser drawing.

Adjournment.

#### **Article 16 Amendments**

**Section 1** – 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 proposed amendment shall have been provided to the club members at least ten (10) days before such meeting.

**Section 2** – These bylaws may be amended at any regular board meeting, a quorum being present, by a two-thirds vote of all directors present, provided that such amendment changes only the dollar amounts of the admission fee and/or membership dues. Notice shall be provided to the club members within seven (7) days after making such an amendment. An amendment made by the board shall take effect no sooner than thirty (30) days after adoption.

**Section 3**– Amendment and additions to these bylaws must be in harmony with the club constitution and with the constitution and bylaws of RI.