

BY-LAWS OF THE ROTARY CLUB OF McMINNVILLE

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Article I 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.
6. Foundation: The Rotary Club of McMinnville Foundation

Article II Board

Section 1. The governing body of this club shall be the board consisting of thirteen (13) members of this club, namely, six (6) directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect, vice-president/president-nominee, secretary, treasurer, Rotary Foundation of Rotary International Committee Chair (TRFC) and the immediate past president.

Section 2. The president shall appoint, subject to confirmation by the elected board, the Secretary, Treasurer and TRFC.

Article III Election of Directors and Officers

Section 1 – At a regular meeting one (1) month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for vice-president/president-nominee, and six (6) directors. 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 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 candidate for vice-president/president-nominee, receiving a majority of the votes shall be declared elected to their respective offices. The six (6) candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for vice-president/president-nominee, elected in such balloting shall be the president-nominee 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-elect on the first day of July immediately following that year. The president-elect shall take the title of president on the first day of July following the year as president-elect.

Section 2 – The officers and directors, so elected and appointed by the president, together with the immediate past president shall constitute the board. At the first meeting following their election, the directors-elect shall elect some 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 IV 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. The president shall also serve as a director on the Foundation Board.

Section 2 – *President-elect*. It shall be the duty of the president-elect 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 and to perform such other duties as may be prescribed by the president or the board. The president-elect shall also serve as a member of the Foundation Board. The president-elect shall also attend pre-PETS, PETS, and the District Assembly as required by Article IX Section 5 (C) of the Club's constitution. Following PETS, the president-elect shall prepare the board-elect for its Rotary year through goal setting and budget preparation with input from the Foundation. He/she shall present the proposed fundraising/project budget for the coming Rotary year for approval and funding by the Foundation prior to May 1st.

Section 3 – *Vice-President/President-nominee*. It shall be the duty of the vice-president/president nominee to preside at meetings of the club and the board in the absence of the president and president-elect and to perform other duties as ordinarily pertain to the office of vice-president/president-nominee.

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 it 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.

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.

Section 7 – *Immediate Past President* shall attend board meetings as a voting member and fulfill his/her third year as a director on the Foundation Board.

Article V Meetings

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

(Note: Article 5, section 2 of the standard Rotary club constitution provides that “An annual meeting for the election of officers shall be held not later than 31 December...”)

Section 2 – The regular weekly meetings of this club shall be held on Friday 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. 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 8, 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 on the second Tuesday of each month. 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 VI - Fees and Dues

Section 1 – The admission fee shall be an amount to be determined by the Board to be paid before the applicant can qualify as a member. The current fee is \$ 85.00.

Section 2 – The amount of membership dues and annual fees, and the method of payment shall be determined by the board. The current dues amount is \$ 150.00 per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member’s subscription to the RI official magazine. The annual fees not included above are billed the first of each calendar quarter. All billing is due and payable upon receipt.

Article VII Method of Voting

The business of this club shall be transacted by voice 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 voice vote.

Article VIII Four Avenues of Service

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

Article IX Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president-elect, president, vice-president/president nominee 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. Notwithstanding Article XVI of these bylaws, the following list of committees maybe changed by the board. Standing committees should be appointed as follows:

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Club Service I –

- Communications
- PR
- Rotary Info.

Club Service II –

- Programs
- Fellowship
- Firesides

Club Service III –

- Fund Raising

Club Service IV –

- Attendance
- Membership Development

Community/Vocational Service

- Interact RYLA
- Rotaract Vocational Service Awards

International Service
 Youth Exchange
 Group Study Exchange
 Ambassadorial Scholarships

RI Foundation

Projects

Steering Committee/Club Administration

Further details on the committee structure are set forth in the club's Policies and Procedures.

Article X 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 make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues 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 XI 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.

(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. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of article 8, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article XII 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, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

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

Section 5 – 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, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. 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 XIII 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.

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

Section 3 – The board shall approve or disapprove the proposal within 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's name and proposed classification shall be published in the next club bulletin following the board's approval.

Section 5 – If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person 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. 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 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 standard Rotary club constitution, honorary members proposed by the board.

Article XIV 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 XV Order of Business

1. Meeting called to order.
2. Inspirational Moment
3. Salute to the Flag
4. Introduction of visitors
5. Member Recognition
6. Correspondence, announcements and Rotary Information
7. Committee reports, if any.
8. Any unfinished business
9. Any new business
10. Address or other program features
11. Adjournment

Article XVI 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 proposed amendment shall have been mailed 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.