

Proposed revisions approved by the Board, September 22, 2011
Approved by membership November 29, 2011

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 12 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, sergeant-at-arms, membership chair, public relations 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. Sergeant-at-Arms: The sergeant-at-arms, appointed by the president, shall perform those duties usually prescribed for the office including the maintenance of the club's Rotary banners and such other 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 no later than the last day of December each year for the election of officers and directors to serve for the Rotary year beginning the next July 1.

Section 2. The club shall meet each Tuesday at 12 noon. 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 The Rotarian magazine, plus the costs of the member's meals.

Section 2. 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 the following process for any member whose account reflects a past due balance with charges that are more than 90 days old:

- a. The Treasurer will send a letter to the member via certified mail that reconfirms the amount of the his/her past due balance and that asks him/her to either (1) pay any outstanding balance within 30 days of the letter date thus bringing their

account current or (2) contact the Treasurer within 10 days of the letter date and arrange a mutually agreeable payment plan that will bring the account current. In the latter case, the member must pay any outstanding balance within 60 days.

b. 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 on the 31st day following the letter date. The Secretary shall send a certified letter confirming this termination.

Article 7 Method of Voting

The business of this club shall be transacted by voice vote except that election of officers and directors shall be by secret ballot.

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

Article 9 Committee Structure of the Club

Section 1. The various committees of the club will be distributed among the five areas noted in Article 8; the president shall survey the membership as to preferences for committee assignments and assign as feasible, with board approval.

Section 2. The president shall, with the approval of the board, also appoint such committees on particular phases of community service, international service, vocational service, club service and New Generation Service 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 10 Duties of Committees

Section 1. 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. (Specific committee titles and roles can be found in the 'Club Policies' attachment.)

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.

(NOTE: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give club credit for the member's attendance. Unless the person 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 10, Section 3 of the standard club constitution is not computed in the attendance record of the club.)

Article 12 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. A certified public accountant or other qualified person shall audit thoroughly each year all the club's financial transactions and promptly report findings to the board.

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 membership dues and cost of meals for the president, secretary, treasurer, plus any member serving as DG or ADG, shall be paid by the club during their year(s) of said service.

Section 7. The cost of bookkeeping and clerical assistance provided by the club Administrative Assistant to the officers shall be negotiated annually for approval by the board and payment by the club.

Article 13 Method of Electing Member

Section 1. Active Member:

- a. From time to time, the board shall review the list of filled and unfilled classifications and take action as recommended by the Classifications Committee.
- b. The name of prospective active members to fill an open classification may be proposed by the Membership Committee or by any active member in good standing. The name shall be presented to the secretary on a standard Proposal Form.
- c. The proposer shall fully inform the proposed member of the privileges and financial/attendance/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. Upon receipt of the Proposal Form, the secretary, with assistance from the club Administrative Assistant shall simultaneously refer the Form to the (1) Classification Committee to review the eligibility of such proposed member as to classification and whether the classification is proper or improper, and to the (2) Membership Committee which shall investigate the character, business and social standing, and general eligibility of the person proposed. If no more than one negative vote is cast by the members of the Membership Committee, the proposed member shall be recommended by the secretary to the board as eligible.
- e. The board shall then review the actions of the Classification and Membership Committees and sustain or reject their decisions or refer the matter back to both or either of the Committees for further consideration or action. Regardless of the actions of the Committees, the board's action is final.
- f. Approval having been granted by the board, the secretary will notify each member of the club, giving the name of the candidate, the firm/profession represented, and the classification under which the candidate is proposed for membership.
- g. If, within seven (7) days, no member has objected to the election of the proposed member by stating to the board in writing the reasons for the objection, the proposed member shall be considered accepted for membership. If any objections have been filed, the board shall consider them at any regular or special meeting of the board and ballot on the dispute. If not more than one-third negative votes are cast by board members in attendance, the proposed member shall be deemed accepted into membership.
- h. The secretary shall then notify the proposer and the new member of approval for membership.
- i. When the new member has completed and returned to the secretary the regular form of application, indicating understanding and acceptance of the responsibilities of membership, together with remittance for the admission fee as provided in Article V, the person shall be considered duly elected to membership. As such, the new member shall be deemed eligible to attend club meetings and to be added to the club rolls by the club secretary and the club treasurer,
- j. 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.

k. The secretary shall then prepare and send a New Member Report form to the general secretary of Rotary International. Additionally, the secretary shall request of the club president to establish an induction date as soon as such is feasible.

l. If the new member nomination is not accepted, the secretary shall so notify the proposer.

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 term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club. Members eligible for honorary membership include those who have served as (1) district governor, (2) assistant governor, or (3) a member who is still active 20 years following his/her election to the presidency of the club.

b. The name of a person proposed for honorary membership shall be submitted to the board of directors in writing, and the election shall be in the same form and manner as prescribed for the election of an active member, provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this article and proceed to ballot on the proposed member. 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 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. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

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. (attached)

Article 14 Resolutions and Subscriptions

Section 1. 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 15 Order of Business

Section 1. The order of business for Bloomington Rotary meetings shall be:

- a. Meeting called to order
- b. National Anthem or equivalence
- c. Invocation or Reflection
- d. Introduction of visiting Rotarians and guests
- e. Correspondence and announcements
- f. Committee reports, if any
- g. Any unfinished business
- h. Any new business
- i. Address or other program feature
- j. Adjournment

Article 16 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 17 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.