

Bylaws of the Rotary Club of Keizer, Oregon

Adopted 05/12/2018

Article I: Keizer Rotary Club, hereinafter the Club, shall conform to the rules and regulations of Rotary International and Rotary District 5100.

Article II: Definitions

1. Board: The Board of the Club shall consist of the elected officers and directors.
2. Officers: Duly elected Club members holding offices of President, President Elect, Treasurer, and Secretary, and the Immediate Past President.
3. Directors: Members of the Club duly elected to Director positions.
4. Member: A person initiated into active Club membership; this does not include honorary Membership.
5. RI: Rotary International.
6. Business Year: The twelve-month period beginning 1 July.

Article III: Governance

1. The Club shall be governed by *its* Board of duly elected officers and directors.
2. Officers shall include Club members duly elected as President, President Elect, Treasurer, Secretary, and Immediate Past President; each elected officer and Immediate Past President shall serve a one year term.
3. Directors shall include:
 - a. Five duly elected Club members, serving two (2) year staggered terms;
 - b. The Chair of Keizer Rotary Foundation shall be appointed to serve as the sixth Director.
4. Vacancies on the Board, or of newly elected but not yet installed positions, shall be filled by the Board.

Article IV: Election of Officers and Directors

Section 1: Election of officers and directors shall be held at the Club's annual meeting.

1. Date of the annual meeting shall be at a regularly scheduled Club meeting during the month of December and shall be set by the Board.
2. Two months before the annual meeting the President shall direct the President-elect to form a committee to nominate one or more Club members for each elective position.
3. Beginning one month prior to the annual meeting the President shall call for nominations from Club members (and the nominating committee) at 2 (two) regularly scheduled Club meetings;
4. Nominees for each elective position shall be placed in alphabetical order on the ballot, *if* there is more than one nominee for a position.
5. The nominee for each elective position receiving the most votes cast shall be declared elected to the position. In the event of a tie vote, the member with the longest membership in Keizer Rotary shall prevail.
6. Elective positions shall be President-elect, Secretary, Treasurer, and two (of five) directors shall be elected during the month of December in odd years and three (of five) directors shall be elected during the month of December in even years;
7. At the beginning of the next Business Year, 1 July, the President of the previous year becomes Immediate Past President and the President-elect of the previous year becomes President.

8. Terms of all duly elected officers and directors shall commence at beginning of next Business Year on 1 July.

Article V: Method of Voting

A majority of the quorum shall prevail for normal club business. Club business shall be transacted by voice vote, except in the case of a contested election of officers and directors it shall be by ballot. The board may determine that a specific resolution may be considered by ballot rather than by voice vote.

Article VI: Duties of Officers and Directors

Section 1: President It shall be the duty of the president to preside at meetings of the Club and the board, and perform other duties as ordinarily pertains to the office of president.

Section 2: President-Elect. It shall be the duty of the president-elect to exercise the duties of the president whenever the president is unable to act and to perform functions assigned by the president or board. The president-elect shall be the chair of the annual fundraiser committee.

Section 3: Secretary. Duties of the secretary include, but are not limited to, the following:

1. Keep membership records, record attendance at meetings;
2. Send out notices of Club, board, and committee meetings;
3. Record and preserve minutes of such meetings;
4. Report as required by RI and District 5100 -
 - o Semiannual membership reports on 1 January and 1 July of each year;
 - o Prorated membership reports on 1 October and 1 April of each active member who has been elected to membership in the Club since start of the January or July semiannual reporting period;
 - o Report changes in membership;
 - o Provide monthly attendance report to District Governor within 15 days of last meeting of the month;
 - o Collect and remit RI official magazine subscriptions.
5. Perform other duties as usually pertain to the office of secretary.

Section 4: Treasurer.

1. 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.
2. Perform other duties as pertains to the office of treasurer.
3. 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.

Section 5: Directors.

1. The President shall appoint one director to each of RI's five Avenues of Service areas
 - a. Club Service
 - b. Vocational Service & Club Administration
 - c. Community Service
 - d. International Service
 - e. New Generations Service
2. The president shall appoint one director to be liaison to each of the Club's standing committees (see Article X for further information).

3. Directors may perform other duties as suggested or requested by the president or the board.

Article VII: 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 Generations Service. The Club will be active in each of the five Avenues of Service.

Article VIII: Meetings

Section 1: Annual meeting. An annual meeting of this club shall be held each year, at which time the election of officers and directors to serve for the ensuing year shall take place. Date of the annual meeting shall be at a regularly scheduled Club meeting during the month of December and shall be set by the Board.

Section 2: Regular meetings. Weekly meetings of the Club should be held on Thursdays from 12:00 to 1:15 P.M.

1. Due notice of any changes in or cancellation of the regular meeting shall be given to all members of the Club.
2. All members in good standing in the 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 any other Rotary Club, or as otherwise provided in the Standard Rotary Club Constitution, article 12.
3. Honorary members and any member excused pursuant to article 8, sections 3 and 4 of the Standard Rotary Club Constitution are not included in the count.

Section 3: Quorum. One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of the Club.

Section 4: Board Meetings. Regular meetings of the board may be held each month on a day selected by 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: Board Meeting Quorum. A majority of the officers and directors, combined, shall constitute a quorum of the board.

Article IX: Fees and Dues

Section 1: Initiation Fees. The initiation fee for a member applicant shall be an amount set by the board, and should be paid before the applicant can be inducted as a member.

Section 2: Annual Membership Dues.

1. The amount of annual membership dues shall be set by the board, payable annually on the first day of July.
2. A portion of each dues payment shall be applied to each member's subscription to the RI official magazine.
3. The amount of annual membership dues for new members shall be prorated and should be paid before the applicant can be inducted as a member.
4. Members can make a payment plan for payment of dues. This arrangement must be made with the Treasurer. If dues are not paid within 170 days, the matter is presented to the board for a determination.

Article X: Committees

Section 1: Committee Charge & Responsibility. Club committees are charged with carrying out the annual and long-range goals of the Club based on the five Avenues of Service.

1. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning.
2. When feasible, committee members should be appointed to the same committee for three years to ensure continuity.
3. President-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of their year in office.
4. It is recommended that the committee chair have previous experience as a member of the committee and that standing committees should be appointed in the five Avenues of Service areas as follows.

Section 2: Long Standing Committees. Following are long-standing committees, essential to Club operation:

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| 1. Membership | This committee should develop and implement a comprehensive plan for recruitment and retention of members. |
| 2. 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. |
| 3. Club Administration | This committee should conduct activities associated with the effective operation of the Club. |
| 4. 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. |
| 5. The Rotary Foundation | This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. |

Additional committees may be appointed as needed.

Section 3: Committee Administration

- a. The president shall be ex-officio member of all committees and, as such, shall have all the privileges of membership thereon.
- b. 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 board. Except where authority is given by the board, such committees shall not take action until a report has been made and approved by the board.
- c. 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 liaison on all committee activities.

Article XI: Duties of Committees

1. 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. The service projects committee will consider the Avenues of Vocational Service, Community Service, International Service and New Generations Service when developing plans for the year.
2. Each committee should 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 XII: Leave of Absence

1. 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 prevents a forfeiture of membership; it does not 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 provision of article 12, sections 3 and 4 of the Standard Rotary Club Constitution is not computed in the attendance record of the club)

Article XIII: Finances

Section 1: Prior to the beginning of each fiscal year, the President and Treasurer 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.

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

Section 3: All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors with the exception of regularly occurring or budgeted items.

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 shall extend from 1 July 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 XIV: Method of Electing Members

Section 1: The name of 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 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 a written objection to the proposal, stating reasons, is not 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 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 shall be considered to be elected to membership

Section 6: Following the election, the president, or president's designee, 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 the Pioneers Committee.

Section 7: The club may elect, in accordance with the Standard Rotary Club Constitution, honorary members proposed by the board. Members qualify for honorary membership if the following conditions are met:

- Receipt of a written request
- Three (3) Keizer Rotary President endorsements
- Age plus years in Rotary are equal to or greater than 85
- Minimum 10 year membership in the Keizer Rotary Club
- Be a member in good standing

Article XV: Resolutions

Section 1: 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 XVI: Order of Business

- Meeting called to order
- Invocation
- Flag Salute
- Introduction of visitors, guests or visiting Rotarians, Correspondence, announcements, and Rotary information Committee reports if any.
- Any unfinished business Brag Bucks
- Sergeant-at-arms (performance)
- Any new business (raffle drawings, etc.)
- Address or other program features
- Adjournment

Article XVII: Governing Rules of Procedure

Section 1: All meetings shall be conducted pursuant to the most recent version of Robert's "Rules of Order"

Article XVIII: 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 written notice of such proposed amendment shall have been provided 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.

Article XIX: Indemnification

Section 1: This club shall indemnify, exonerate, reimburse, or defend any present or former director or officer for expenses, claims, liabilities, indebtedness, or penalties incurred by them as an officer or director, except for their own negligence, knowingly unauthorized acts, or defalcations not ratified or adopted by the club or its board for benefit of this club.