

# BYLAWS OF THE ROTARY CLUB OF BEAVERCREEK, OHIO

## Article I: Definitions

Board: The Board of Directors of this Club.

Director: A member of this Club's Board.

Member: A member, other than an honorary member, of this Club.

RI: Rotary International.

Rotary Year: The twelve-month period that begins on 1 July.

## Article II: Board

**Section 1.** The governing body of this Club shall be a Board consisting of nine members of this club, namely the President, President-Elect, Secretary, Immediate Past President (who also serves as Director of Foundation), Treasurer and Directors of, Service Projects, Membership, Club Administration, and Communications and Public Relations, in accordance with Article III, Section 1 of these By-laws.

**Section 2.** The President, President-elect, Secretary, and Immediate Past President serve a one-year term. The Treasurer serves a two-year term. Other Directors shall serve a two-year term and be elected on alternating years. If a vacancy in a Director position has been filled by Board action (under Article III Section 3 or Section 4) a Director shall be elected to fill the second year of this position if required. If a vacancy in the Treasurer position has been filled by Board action the Treasurer position shall be elected for a two-year period.

## Article III: Election of Officers and Directors

**Section 1.** Two months prior to the annual meeting, the presiding officer shall appoint a nominating committee to recommend a slate of not more than ten (10) candidates, from the membership of the club, to stand for election to the offices of President-Elect, Secretary, Treasurer (if required) and Directors as required to fill the Board. The candidate for President-Elect must have been a Board Member for at least two years. If the two year period is not consecutive, the years served must be within four consecutive Rotary years. The nominating committee shall include the President-Elect, who shall be chairman, the Immediate Past President, and three (3) other members of the club. The committee shall announce its recommended slate in the bulletin a minimum of two (2) weeks prior to the annual meeting. The nominations made by this committee may be supplemented by nominations from the floor by any Club member (after receiving permission from the nominee) at any regular meeting prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting. These nominees shall be voted upon at the annual meeting; and the candidates securing the highest number of votes shall be elected to the Board for a term as specified in Article II, Section 2. These persons shall join the Immediate Past President, the new President (President-Elect from the previous Board) and the continuing Board members to constitute a Board of nine persons.

**Section 2** - The Board of directors-elect shall meet within two weeks after the annual meeting, and shall elect from its members four (4) Directors including:

- (1) Membership Director
- (2) Club Communications and Public Relations (PR) Director
- (3) Club Administration Director
- (4) Club Service Projects Director

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**Section 3** - A vacancy in the Board, or any office except that of President, shall be filled by action of the remaining members of the Board. If the term of the vacancy filled by Board action is longer than one (1) year, an election for the final year term of this filled vacancy will be conducted in accordance with Article II Section 2. A vacancy in the office of president shall be filled by the President-Elect; and the vacancy in the President-Elect position shall be filled by action of the remaining members of the Board.

**Section 4** - 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. An election for the final year term of this filled vacancy will be conducted in accordance with Article II Section 2.

**Section 5** - Removal of a member of the Board of Directors can occur for sufficient cause by a two-thirds (2/3) vote of the Board of Directors. Such cause shall include failure to maintain membership in good standing, failure of attendance at Board meetings, failure to perform duties or for other such reasons as the remaining Directors, in their sole and absolute discretion, deem applicable.

### **Article IV Duties of Officers and Directors**

**Section 1. President** - It shall be the duty of the President to preside at meetings of the Club and Board, and to perform such other duties as ordinarily performed by this office.

**Section 2. President-elect** - It shall be the duty of the President-Elect in the absence of the President to preside at meetings of the Club and Board, and to perform such other duties as ordinarily pertains to this office.

**Section 3. Immediate Past President/Director of Foundation** – It is the duty of the Immediate Past President/Director of Foundation to be an advisor to the President and to serve as Director and Chair of the Beavercreek Rotary Foundation. He or she will also have oversight of committees that develop and implement plans to support The Rotary Foundation (“TRF”), track Paul Harris Fellowship giving and credits, support Polio Plus, develop plans for Grants, Group Study Exchange, Ambassadorial Scholar recipients. The Immediate Past President/Director of Foundation shall report committee activities to the Board each month.

**Section 4. Secretary**- It shall be the duty of the Secretary to: keep the records of membership; ensure that a record is kept of attendance at meetings; record and preserve the minutes of Club and Board meetings; add and delete members with RI and District 6670 as changes occur; file monthly attendance report to District 6670; remit to RI and District 6670 semi-annual reports and coordinate with the Treasurer the payment of dues. The Secretary shall be responsible for mentoring the replacement Secretary for a year after leaving office.

**Section 5. Treasurer**- It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and to the Board on a monthly basis, to prepare an annual budget for approval by the Board and presentation to the Club, and to perform such other duties as pertain to this office. Upon retirement of the Treasurer from this office, the Treasurer shall turn over to the successor or to the President all funds, books of accounts or any other club property held by the Treasurer. The Treasurer shall have oversight over the committee chairs who are responsible for raising funds as well as custody of funds raised. An Audit Committee, appointed by the Board, shall audit the books of the Club from time to time no less than annually. The Treasurer shall ensure that a minimum of three (3)

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signatories be listed on the Club's banking accounts. All checks shall require the signature of at least two (2) signatories. The Treasurer shall be responsible for mentoring the replacement Treasurer for a year after leaving office.

**Section 6 . Director of Membership** - It is the duty of the Director of Membership to work closely with the Membership chair and the membership committee(s) to develop and implement the comprehensive plan for recruitment and retention of the members. The Director of Membership shall also have oversight over orientation, classification, new member packet and alumni committee activities. The Director of Membership shall report on these committee activities to the Board each month. The Director of Membership shall be responsible for mentoring the replacement Director of Membership for a year after leaving office.

**Section 7. Director of Club Administration** – It is the duty of the Director of Club Administration to conduct activities associated with the effective operation of this Club. It is also the Director's duty to coordinate with committee chairs all fellowship gatherings, and any other duties deemed necessary by the President of this Club pertaining to administration including: meeting set-up and put-away, meeting site liaison and the Sergeant at Arms. The Director of Club Administration is charged with appointing a Program Committee chair and working with that chair to ensure the successful selection of a diverse set of programs consistent with the goals of Rotary and the plans of the Club President. The Director of Club Administration shall report on these committee activities to the Board each month and shall be responsible for mentoring the replacement Director of Club Administration for a year after leaving office.

**Section 8. Director of Service Projects** – The Director of Service Projects is charged with recruitment and coordination with chairpersons for Vocational Service, Community Service and International Service. International Service includes incoming and outbound youth exchange students, GSE, and the Belize Clinic. It is the responsibility of this Director to work closely with each chair and report to the Board monthly of activities in each of these avenues of service. The Director of Service Projects shall be responsible for mentoring the replacement Director of Service Projects for a year after leaving office..

**Section 9. Director of Communications and Public Relations** – The Director of Communications and Public Relations is charged with developing and implementing plans to maintain communications within the Club and to provide the public with information about Rotary, the club's service projects and other activities of the club to promote our public image. Internal communications includes coordination with the Club Webmaster and with the editor of the Club Bulletin. This Director will have oversight of the Sunshine committee, which has the responsibility of communicating with members experiencing personal difficulties such as poor health or death of family members. Public Relations activities include providing information to newspapers, TV and other media on the activities of the Club. The Director of Communications and Public Relations shall report on these committee activities to the Board each month. The Director of Communications and Public Relations shall be responsible for mentoring the replacement Director of Communications and Public Relations for a year after leaving office.

### Article V: Meetings

**Section 1. – Annual Meeting.** An annual meeting of this Club shall be held on the second Friday in

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December or at such other time as determined by the Board of Directors but not later than January 1. The election of officers and directors to serve for the ensuing Rotary year, commencing July 1 will be held at this meeting.

**Section 2.** The regular meetings of this Club shall be at a time and place selected by the Board of Directors.

**Section 3.** One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of this club. At a meeting where a quorum is present, a two-thirds (2/3) majority of the members in attendance shall be required for any club action.

**Section 4.** A regular meeting of the Board shall be held monthly at a time and place selected by the Board. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two members of the Board, after due notice having been given.

**Section 5.** A majority of the Board members holding office shall constitute a quorum of the Board.

### **Article VI: Fees and Dues**

**Section 1.** An admission fee shall be \$100.00 to be paid before an applicant qualifies as a member.

**Section 2.** The membership dues shall be \$100.00 per annum, due quarterly on the first day of July, October, January and April.

**Section 3.** Member meals will be billed in advance quarterly, at the same time as the membership dues. Members, who meet the 'Rule of 85' criteria defined by RI (number of years in Rotary plus age is  $\geq$  85), and request the Board to grant them exempt status may be excused from advanced payment of meals and will be charged, in arrears, only for meals eaten. Exempt members are not included in attendance statistics reported to the District.

**Section 4.** Each member shall pay dues and meal charges promptly. Members who fail to pay their bills promptly may have their membership terminated by action of the Board.

**Section 5.** Dues, fees and meal charges may be changed by action of the Club at a Club meeting. Quorum and resolution requirements are as stated in Section 3.

**Article VII: Committees** – The duties of all committees shall be established and reviewed by the President for his/her year. In declaring the duties of each, the President shall reference the appropriate Rotary International material. Each committee shall submit to its respective Director clearly defined goals, action plans and an estimated annual budget, for implementation during the course of the year.

**Section 1.** The Committee Chairs subject to the approval of the Board shall appoint such committees for their particular areas of responsibility as necessary.

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

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**Section 3.** Each Director shall be an ex-officio member of all committees in the Director's responsibility as shown in the club organizational chart, and as such shall have all the privileges of membership thereon.

**Section 4.** Each committee shall transact such business as is delegated to it in the 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 of such proposed action has been made to the Board and authorized by the Board.

**Section 5.** Committee Chairs are charged with carrying out the annual and long-range goals of the Club based on the Avenues of Service. The President, President elect, and the immediate Past President should work together to ensure continuity of leadership and succession planning. Committee chairs are expected to be members of the committee for two consecutive years, and to mentor his or her replacement for a year after his or her retirement. Each incoming Chair, in consultation and with the approval of the President-elect is responsible for the appointment of committee members to fill vacancies, and for planning meetings prior to the start of the year in office.

**Section 6.** Each committee 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 responsible Director on all committee activities.

### **Article VIII: Finances**

**Section 1.** The Treasurer shall deposit all funds of the club in a federally insured financial institution to be named by the Board.

**Section 2.** All bills shall be paid only by checks signed with the authorized signatures as specified in Article IV, Section 5. An audit by a qualified group of members appointed to the Audit Committee in accordance with Article IV, Section 5, shall be made of all the club financial transactions.

**Section 3.** The fiscal year of this club shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

**Section 4.** At the beginning of each fiscal year the Treasurer shall prepare a budget of estimated income and expenditures for the year, which having been approved and authorized by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

### **Article IX: New Member Selection**

#### **Section 1: Active members**

- a) A prospective member (a person who has not yet been proposed as a member by the sponsor) shall attend a minimum of three meetings. An active member of the club in good standing shall be designated as the sponsor of this prospective member (normally the member who invites the person is the sponsor). If the person is a walk-in or one referred to the club by Rotary International, a sponsor will be assigned.
- b) During the three meeting period of attendance (at a minimum), any member of the club in good standing who objects to the election of the prospective member may notify the Board, in writing, stating the reasons for the objection. The three meetings required above should be used

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by the club members to become acquainted with the prospective member and assess suitability for membership in the club. If any club member raises concern regarding the club membership of a prospective member, such concern and the reasons therefore shall be communicated in writing to the sponsor and a member of the Board of Directors no less than one (1) week prior to the vote of the Board.

- c) If any objections have been filed, the Board shall consider the same at any regular or special meeting of the Board, and shall proceed to vote by ballot on whether or not to offer an application for membership to the prospective member. If the proposed member is approved by a majority vote (and no more than three (3) negative votes are cast by the members of the Board) the prospective member shall be considered qualified to receive a membership application and shall be considered a proposed member.
- d) If no written objection is received by the Board prior to the end of the three meeting period, the Secretary shall provide an application with a list of the obligations of membership to include, but not limited to: application fee, dues, attendance, payment of bills, and participation in club events for membership when requested by the sponsor (normally the club member who invited the prospective member). The sponsor shall invite the proposed member to complete and submit an application for membership.
- e) When the proposed member has completed, signed and returned to the secretary the application form, indicating the understanding and acceptance of the responsibilities of membership along with the admission fee as prescribed in Article VI of these bylaws, the Board shall consider the application and approve or disapprove the acceptance of the proposed member and the Secretary shall then notify the sponsor and the proposed member
- f) After approval by the Board, the proposed member shall be scheduled for orientation and the orientation report sent to the classification committee for assignment of a classification.
- g) When the orientation and classification actions have been completed, the proposed member shall be considered to be duly elected to membership and the Board shall schedule the applicant for induction.
- h) The newly elected member shall be formally inducted as a new member at a regular meeting of the club, at which time the secretary shall issue a membership card to the newly elected member, and shall report the required information to the General Secretary of Rotary International.

### **Section 2. Honorary Members.**

- a) The name of a proposed candidate for an honorary membership shall be submitted to the Board 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.
- b) If the members of the Board cast no more than two negative votes in attendance at the regular or special meeting, the proposed member shall be considered duly elected. Honorary membership is for a one year period, renewable at the discretion of the Board.

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## **ARTICLE X: Leave of Absence**

### **Section 1. Application**

Upon written application to the Board, setting forth good and sufficient cause, a special leave of absence (LOA) may be granted for a specific length of time, not to exceed one year. Leave of absence excuses a member from attending the meetings of the club for the specified length of time without consequence of rules governing attendance; however, the granting of leave does not relieve a member from the obligation of attendance at Rotary Club of Beavercreek or another club whenever possible.

### **Section 2. Finances**

While on an approved leave of absence, the member will continue to receive quarterly invoices. The following policies will apply:

- a) No advanced meals will be charged to a member on leave of absence. While on LOA the member will pay for meals on a pay-as-you-go basis.
- b) Member must pay quarterly dues to maintain membership.
- c) Member must continue to pay all previous commitments; e.g. Paul Harris Sustaining Member pledges, products or services charged prior to the beginning of the leave of absence.

## **Article XI: Resolutions**

No resolution or motion to commit this club on any matter shall be considered by the Club until it has been authorized by the Board. Any resolution or motions offered at a Club meeting, without such approval, shall be referred to the Board without discussion.

## **Article XII: Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all persons present, provided that notice of such proposed, amendment shall have been given by e-mail to each member at least ten days before such meeting. No amendment or addition to these Bylaws can be made which is contrary to the Club Constitution and with the Constitution and Bylaws of Rotary International.

## **Article XII: Conflict of Interest**

**Section 1.** No member of the club may serve, or if serving, must recuse themselves from any committee if service on such committee would benefit such member or a family member.

**Section 2.** Family members may make application to any program except those funded by The Rotary Foundation.