



**Bylaws: Rotary Club of Green Bay (WI)**  
**District 6220, Club 2663**  
(Revised November 1, 2010)

**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 12-month period that begins on 1 July.

**Article 2: Board of Directors**

The governing body of this club shall be the board consisting of up to 12 members of this club, namely, the president, past-president, president-elect, secretary, and treasurer. In addition, the board will consist of an additional 6 (six) directors elected in accordance with article 3, section 1 of these bylaws. At the discretion of the board, a president nominee may also be added to the board.

**Article 3: Election of Directors and Officers**

**Section 1** – At a regular board meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations for president, president-elect, president-nominee (if applicable), secretary, treasurer, and 6 (six) directors. The nominations for directors shall be placed on a ballot in alphabetical order under each office and shall be voted for at a weekly meeting. The candidates for director receiving a majority of the votes shall be declared elected as directors. The nominee for president shall be the president-elect and serve in this role for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year. All terms are staggered so that a minimum of 2 board positions are up for election annually.

**Section 2** – The officers and directors, so elected, together with the immediate past president shall constitute the board.

**Section 3** – Board members shall serve a three year term with a minimum of two members elected annually.

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

**Section 5**– A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors.

**Section 6** – Election of directors should occur no later than March 31 in each year and completed during a weekly club meeting.

**Section 7** – *Executive Council* will consist of five permanent voting members. Council membership will include the following office holders: Immediate Past President, President, President-Elect, President Nominee, and the Vision Champion. The council will meet at the request of the Past President, who serves as the council's chairperson. The executive council's primary responsibilities will be to provide policy recommendations to the Board, to guide the development and implementation of the club's strategic vision and to handle routine business which does not require Board action (amendment accepted by the board and membership November 2010).

**Section 8** – *Vision Champion* shall serve a three year term. Election of the Vision Champion should occur no later than March 31 of the current Vision Champion's third year of service. Nominations will be accepted from the club membership and selected by ballot. A vacancy in

the position shall be brought to the membership for nominations and selected by ballot of the membership (amendment accepted by the board and membership November 2010).

#### **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 – *President-Elect*.** It shall be the duty of the president-elect to serve as a director, to preside at meetings of the club and the board in the absence of the president, and to perform such other duties as may be prescribed by the president or the board.

**Section 3 – *President-Nominee*.** It shall be the duty of the president-nominee to serve as a director, to preside at meetings of the club and the board in the absence of the president and president-elect, and perform such other duties prescribed by the president or the board.

**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 semi-annual 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. Certain of these responsibilities can be delegated to the Club's Executive Secretary should the Club have such a position.

**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.

#### **Article 5: Meetings**

**Section 1 – *Annual Meeting*.** An annual meeting of this club shall be held on the first Monday of July in each year.

**Section 2 –** The regular weekly meetings of this club shall be held on Monday 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 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 50 (50) 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 9, 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 Monday 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 6: Fees and Dues**

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

**Section 2** – The membership dues shall be as determined per annum, payable quarterly in the months of July, October, January and April; with the understanding that a portion of each quarterly payment 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 directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

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*(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)*

### **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 Generations Service. This club will be active in each of the five Avenues of Service.

### **Article 9: 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, 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. It is recommended the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership**: This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **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.
- **Community Service**: This committee should develop and implement educational, humanitarian, and/or vocational projects that address the needs of its local community.
- **International Service**: This committee should develop and implement educational, humanitarian, and/or vocational projects that address the needs of its community in relation to international projects in other countries.

Additional ad hoc committees may be appointed as needed.

- a) The president shall be ex officio a 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 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.
- 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 on all committee activities.

A member does not have to be on the board to chair a committee, although a board member must be a committee chair if the committee relates to Rotary's five avenues of service.  
(amendment accepted by board in Oct. 2006)

## **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 to appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International 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 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 a specified length of time.

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*(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 the Standard Rotary Club Constitution is not computed in the attendance record of the club.)*

## **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 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.

**Section 3** – All bills shall be paid by the treasurer or other authorized officer only when approved by the president or secretary.

**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 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.

**Section 7** – Membership invoices not paid within 120 days of receipt will result in termination of club membership. A board member and/or member of the membership committee will call members if payment is 60 days past due to check status of payment (amendment accepted by board in June 2007).

## **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 in writing, through the Membership Committee Chair. 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 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 14 days of its submission and shall notify the proposer, through the club membership chair, 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.
- 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 two (2) 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 shall arrange for the new member's orientation, induction, and new member Rotary literature. In addition, the treasurer or secretary will report the new member information to RI and a representative from the membership committee 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 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**

- Meeting called to order.
- Invocation, Pledge, 4-Way Test.
- Song.
- Introduction of visitors.
- Correspondence, announcements, Rotary information, and committee reports if any.
- Address or other program features.
- Adjournment.

#### **Article 16: Amendments**

These bylaws may be amended at any regular board meeting, a quorum being present, by a two-thirds vote of all members present. 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.

- Section 1** – Politicians may only attend meetings as a guest of a member. They shall not speak, but may stay after the meeting to answer questions. Our Club cannot endorse any particular candidate; however, we must allow opposing candidate(s) to attend meetings. When this occurs, candidates will pay for their own meals (amendment accepted by board in August 2006).
- Section 2** – Fees related to Rotary sponsored events at the Rotary International Convention will be paid for by the president-elect and reimbursed by the Club. Spouse or guest of president-elect fees will not be reimbursed. (amendment accepted by board in March 2008)
- Section 3** – President-elect and president nominee fees for PETS conference will be paid by Club. In the event the president-elect or president nominee cannot attend the PETS conference the club will appoint someone to attend and cover expenses of attendee

(amendment accepted by board in March 2008).

**Section 4** – If we have a Rotary Youth Exchange student, someone from our Club must attend the RYE conference, along with our RYE student. Fees and expenses for both the Club member and student will be e paid by Club (amendment accepted by board in March 2008).