

## **Bylaws of the Rotary Club of Peoria-North**

### **Bylaw 1: Definitions**

- (a) Board: The Board of Directors of this club.
- (b) Director: A member of this club's Board of Directors.
- (c) Officers: The officers of this club are the president, president-elect (who is the president-nominee prior to election), secretary, and treasurer.
- (d) Member: A member, other than an honorary member, of this club.
- (e) RI: Rotary International.
- (f) Year: The twelve-month period that begins on 1 July, commonly referred to as a "Rotary year."

### **Bylaw 2: Board**

The governing body of this club shall be the board consisting of nine (9) members of this club, namely:

- (a) the president,
- (b) the president-nominee or president-elect (as applicable),
- (c) the secretary,
- (d) the treasurer,
- (e) the immediate past president,
- (f) two at-large members elected in an odd-numbered year for a two-year term, and
- (g) two at-large members elected in an even-numbered year for a two-year term.
- (h) The chair of the Peoria North Foundation Board, or a proxy from that Board, shall be an *ex-officio*, non-voting member of the club board.

### **Bylaw 3: Election of Directors and Officers**

- (a) At a regular meeting, the presiding officer shall ask for nominations by members of the club for president (typically the president-elect), president-nominee, secretary, treasurer, and at large 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 use a nominating committee, such committee shall be appointed as the board 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 candidates for president, president-nominee, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for at large director receiving a majority of the votes shall be declared elected as at large directors. The candidate for president-nominee, elected in such balloting, shall be the president-elect 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 on 1 July immediately following that year.
- (b) The officers and directors so elected, together with the immediate past president, shall constitute the board of directors for the club. Within one week after their election, the directors shall meet and may elect such additional officers as they may determine necessary.
- (c) A vacancy in the board or any office shall be filled by action of the remaining directors.
- (d) A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

### **Bylaw 3a: Election of Satellite Leaders.**

- (a) The election of Satellite leaders shall be consistent with the election of club officers as outlined in Bylaw 3, in that the election occurs at a regular meeting of the satellite members, and elections are made by majority vote. Nominations may be made from the floor in the absence of another nomination process.
- (b) There are no directors of the satellite members, and no board of directors for the satellite members.
- (c) A vacancy in the leadership of satellite members shall be filled by action of the remaining members, or by the club board if the board members are unable to fill the vacancy.

### **Bylaw 4: Duties of Officers**

#### **4.1: Officer positions.**

- (a) *President.* It shall be the duty of the president to preside at meetings of the club, and of the board, and to perform other duties as ordinarily pertain to the office of president.
- (b) *President-elect.* It shall be the duty of the president-elect (who, prior to election, is the president-nominee) to serve as a director and to perform such other duties as may be prescribed by the president or the board.
- (c) *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 as necessary, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club; report changes in membership; provide the monthly attendance report, which shall be made to the district governor as necessary; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.
- (d) *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 pertain 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.
- (e) Officers act in their capacity as an officer of the club, and/or with the assistance of any executive director or other employee of the club.

#### **4.2: Finances.**

- (a) 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.
- (b) The treasurer (or designee) shall deposit all club funds in a bank or banks, as approved by the board.
- (c) All bills shall be paid by the treasurer or other authorized designee only when approved by one other officer or director.
- (d) A thorough review of all financial transactions by a qualified person or persons shall be made annually.
- (e) 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.
- (f) The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of

members' dues may be divided into two (2) semiannual periods, four (4) quarterly periods, or other periods as determined by the board.

**4.3: No personal liability.** No director or officer serving without compensation, other than reimbursement for actual expenses, of this club shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer unless the act or omission involved willful or wanton conduct.

**4.4: Indemnification.**

(a) The club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the club against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

(b) The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Bylaw shall be in addition to and not exclusive of all other rights to which any person may be entitled.

(c) No amendment or repeal of the provisions of this Bylaw which adversely affects the right of an indemnified person under this Bylaw shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

**Bylaw 4a: Duties of Satellite member leaders.**

The obligations and protections of Bylaw 4 shall apply to Satellite member leaders serving in the respective capacities of Satellite member leaders. Any clarifications of those duties or disputes arising therefrom shall be determined and resolved by the club board.

**Bylaw 5: Meetings of the board**

(a) Regular meetings of the board shall be held on the third 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.

(b) A majority of the directors shall constitute a quorum of the board.

(c) Voting: the business of the board shall be transacted by voice vote, unless a majority of the board determines that a specific action be considered by written ballot rather than by voice vote.

**Bylaw 6: Meetings of the club**

- (a) Annual Meeting. An annual meeting of this club shall be held on the first Thursday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.
- (b) Quorum: One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.
- (c) Voting: the business of this club shall be transacted by voice vote, unless the board determines that a specific action be considered by written ballot rather than by voice vote.
- (d) The regular weekly meetings of this club shall be held on Thursday at 11:45 a.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club as required in the Constitution.
- (e) Order of business: it is recommended that the weekly meetings of this club are conducted in the following order of business:
  - 1. Meeting called to order.
  - 2. Introduction of visitors.
  - 3. Correspondence, announcements, and Rotary information.
  - 4. Committee reports if any.
  - 5. Unfinished business.
  - 6. Any new business.
  - 7. Address or other program features.
  - 8. Adjournment.

**Bylaw 6a: Meetings of Satellite members.**

- (a) Annual Meeting. Satellite members, being members of the club, are eligible to attend the annual meeting of this club as provided in Bylaw 5a. There is no independent or separate annual meeting of satellite members.
- (b) Quorum: One-third of the satellite membership shall constitute a quorum at regular meetings of the satellite members.
- (c) Voting: the business of satellite members shall be transacted by voice vote, unless the leadership of the satellite members determines that a specific action be considered by written ballot rather than by voice vote.
- (d) The regular weekly meetings location, date, and time of satellite members shall be determined by a quorum of the satellite members. Due notice of any changes in or canceling of the satellite meeting shall be given to all members of the club as required in the Constitution.
- (e) Order of business: it is recommended that the weekly meetings of the satellite members are conducted in the following order of business:
  - 1. Meeting called to order.
  - 2. Introduction of visitors.
  - 3. Correspondence, announcements, and Rotary information.
  - 4. Committee reports if any.
  - 5. Unfinished business.
  - 6. Any new business.
  - 7. Address or other program features.
  - 8. Adjournment.

## **Bylaw 7: Committees**

Club committees are charged with carrying out the annual and long-range goals of the club. The president, president-nominee, and immediate past president, should work together to ensure continuity of leadership and succession planning.

**7.1:** Specific Committees of the club. The club shall establish and maintain committees as necessary to lead club activities. Chairs and, if applicable, co-chairs of those committees shall be appointed by the president. Membership of the committees shall be completed by members of the club as volunteers. It is recommended that the club have a committee, or committees as necessary, for each of the following areas of club concern:

- (a) Membership (including issues of orientation, new member indoctrination, attendance, and retention).
- (b) Public relations and communications.
- (c) Service (including local projects).
- (d) Rotary International Foundation.
- (e) Literacy and education (including club-facilitated and club-sponsored scholarships).
- (f) Club activities (including social activities, meeting programs and speakers, and fundraising).

**7.2:** Committees of appointment. The following committees, and their composite members, shall be as follows:

- (a) Nomination: composed of the three most immediate past presidents of the club, shall be charged with nominating officers for the next club year in accordance with the club Constitution and bylaws. Should a past president be unable or unavailable to serve, the president shall select a replacement, among other past presidents of the club if possible.
- (b) Financial review: composed of two or more members of the club; with education, experience, and/or background in finance and/or accounting; appointed by the president with approval by the board; shall be charged with an annual review of the club financial records and statements. The financial review committee shall report both to the board and to the club as a whole annually or as needed.
- (c) Awards: composed of two or more members of the club; appointed by the president; shall be charged with selecting recipients of any recognitions given by and funded by the club, to a member of the club, or of the community.

**7.3:** Committee Leadership.

- (a) Unless otherwise provided, the president is responsible for appointing committee chairs and, if possible, co-chairs, to lead the work of each committee in a Rotary year.
- (b) The president is responsible for requesting members to fill vacancies to committee leadership, and for conducting planning meetings prior to the start of the year in office.
- (c) It is recommended that the chair have previous experience as co-chair, if possible, or, at a minimum, as a prior member of the committee to which the member will lead.
- (d) Additional ad hoc committees may be appointed as needed.
- (e) The president shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.
- (f) 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.
- (g) Each chair, and/or the co-chair in the absence of the 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.

**7.4: Duties of Committees.**

- (a) The duties of all committees shall be established and reviewed by the president and approved by the board each year. In declaring the duties of each, the president and the board shall reference to appropriate RI materials.
- (b) 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.
- (c) 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.

**Bylaw 7a: Committees of the Satellite members.**

Committees of Satellite members shall be consistent with and conform as closely as possible to the Bylaw 6 of these Bylaws. Any clarifications of those duties or disputes arising therefrom shall be determined and resolved by the club board.

**Bylaw 8: Method of Electing Members**

- (a) A prospective member, proposed by an active member of the club, shall submit a written application for membership to the board, through the club secretary. The application shall indicate the specific membership type being sought. 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.
- (b) The board shall ensure that the proposal meets all the membership requirements of the club constitution.
- (c) 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.
- (d) If the decision of the board is favorable, the prospective member shall be referred to Membership Committee for orientation, which should include, among all things, (1) the purposes of Rotary, and (2) the privileges and responsibilities of membership. Following orientation to the club, 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.
- (e) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee, as prescribed in these bylaws, shall be considered to be elected to membership. However, if any such objection has been filed with the board, the board shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee, shall be considered to be elected to membership.
- (f) Following election, the president 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 may assign a

member to assist with the new member's assimilation to the club.

**Bylaw 9: Membership types.**

There shall be membership types, as created and established by the club, as follows:

- (a) Members, who include satellite members and Friends of Rotary, unless otherwise specifically indicated.
- (b) Honorary members, who shall be elected in accordance with these bylaws, but do not have the ability to participate in the membership electing process or otherwise cast votes as a member of the club.
- (c) Active/R85 members, also commonly known as “senior excused” members.

**Bylaw 10: Fees and Dues**

- (a) Admission fee: The admission fee shall be determined by the board annually, and shall be paid after an applicant has been selected for membership. Honorary members shall not be required to pay an admission fee.
- (b) Annual membership dues: Annual membership dues shall be determined by the board and payable in the manner established by the board, and shall include monies due to Rotary International, and any fees due to the club as a condition of membership.
- (c) Administrative fees: Annual administrative fees shall be determined by the board and payable in the manner established by the board, and shall include fees collected to pay for food served at meetings, and the general administrative costs of the club.

**Bylaw 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. During that time, a member is excused only from paying administrative fees. A member, on a leave of absence, may attend a meeting of the club, but will be responsible for any appropriate, prorated administrative fee determined by the board.

**Bylaw 12: 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.

**Bylaw 13: Amending the bylaws.** These bylaws may be amended at any regular meeting of the club, 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. Any amendment to these bylaws shall be consistent with, or not in contradiction to, the club and RI Constitutions.

Amended and restated: January 22, 2015.