

BYLAWS OF THE ROTARY INTERNATIONAL OF WAUWATOSA

Article 1 Definitions

1. Board: The Board of Directors of this Club.
2. Directors: 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. Fiscal Year: The twelve-month period that begins on July 1.

Article 2 Members

Section 1. Classes of Members. a) Active Member. An Active Member shall be an adult person of good character and good business, professional and/or community reputation, who is engaged as a proprietor, partner, corporate officer, manager or employee of any worthy and recognized business or profession; or who has retired from any such position, or who is a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary, and who has his or her place of business or residence located in the locality of the Club or the surrounding area. An Active Member shall pay the full dues and fees set for active membership and shall be expected to attend 100% of the luncheon meetings, but shall be required to pay for at least 75% of the luncheon meetings scheduled during each quarter. Attendance at one or more Wauwatosa Rotary Club Board meetings during a particular quarter will be counted as a make-up of one meeting to avoid a payment penalty if the member fails to achieve a 75% level of luncheon meetings scheduled during that quarter. Each Active Member shall be classified in accordance with the member's current (or former if retired) business, profession or type of community service. The Club should be careful not to elect too many Active Members of the same classification.

b) Exempt Active Member. An Exempt Active Member is an Active Member who has retired from his or her business, profession or occupation and has reached the age of 60 or more after having been an active member of this Club for 20 years or more, or who has reached the age of 70

or more after having been an Active Member of this Club for a total of 10 years or more, or who has reached the age of 75 or more after having been an Active Member of this Club for a total of 5 years or more, and who agrees to relinquish his classification (leaving it open for the election of a new member in such classification). An Exempt Active Member shall have all the rights, privileges and responsibilities of an Active Member, except he or she shall not be considered as representing any classification. An Exempt Active Member shall pay the full dues and fees set for active membership, and shall be required to pay only for the lunches he or she attends during each quarter. An Active Member who wishes to become an Exempt Active Member shall notify the Secretary in writing.

c) Honorary Member. An Honorary Member is a person who has distinguished himself or herself by meritorious service in the furtherance of Rotary ideals or a person who is considered a friend of Rotary for his or her permanent support of Rotary's cause and who has been elected by the members as an Honorary Member. An Honorary Member shall be exempt from the payment of any dues and fees, but shall be required to pay for any lunches he or she attends during each quarter. An Honorary Member shall have no vote and shall not be eligible to hold any office in this Club or be a Director of this Club. The election of an Honorary Member shall follow the procedure for electing Active Members in Section 2.

d) Corporate Member. A Corporate Member shall be a reputable and established business located in or near the Wauwatosa area. Corporate members may appoint up to four (4) designees, one of whom should be a member of the business's executive team. Designees shall be adult persons of good character and good business, professional and/or community reputation, who are engaged as employees of the Corporate Member. A Corporate Member shall pay the full dues and fees set for Corporate Membership and its designees shall be expected to attend 100% of the luncheon meetings, but the Corporate Member shall be required to pay for its designees collectively attending at least 75% of the

Draft – February 15, 2012

luncheon meetings scheduled during each quarter. Attendance at one or more Wauwatosa Rotary Club

Board meetings during a particular quarter will be counted as a make-up of one meeting to avoid a payment penalty if the designees collectively fails to attend 75% of the luncheon meetings scheduled during that quarter. Each Corporate Member and its designees shall all be classified in accordance with the Corporate Member's current business, profession or type of community service. The Club should be careful not to elect too many Corporate Members of the same classification. Each designees of a Corporate Member shall have a vote and will be eligible to hold office in this Club or be a Director of this Club.

Section 2. Method of Electing Active Members. a) The written application of a candidate for active or Corporate membership, proposed by an Active, Corporate, or Exempt Active Member(s) of the Club, shall be submitted to the Secretary.

b) The Secretary shall ensure that candidate meets all the classification and membership requirements of the Club. The Secretary shall send out a notice to the full membership giving a brief background of the candidate, and if a Corporate Membership candidate, the name(s) and background of its initial designee(s) and the name(s) of the Active, Corporate, and/or Exempt Active Member(s) who proposed the candidate, and request that members who wish to comment on or object to the candidate do so to the Secretary within 7 days of the notice. Within 10 days of the notice, the Secretary will send all comments or a note that no comments or objections were received to the President, who will then arrange for the Board's review of the candidate.

c) The Board shall approve or disapprove the candidate within 7 days of receipt of the comments or note of no comments or objections from the Secretary and the President shall notify the candidate and the proposer(s) of the Board's decision as soon as possible thereafter. Upon payment of the quarterly dues, the candidate shall be considered to be elected to membership in this Club.

Draft – February 15, 2012

d) The President shall soon thereafter arrange for the new member's induction, membership pin and button, and new member Rotary literature. In addition, the Secretary will report the new member information to RI and the President will assign a member to mentor the new member's assimilation into the Club as well as get the new member involved in the activities of the Club, including acting as Greeter for the next several weekly meetings of the Club.

Section 3. Leaves 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.

Article 3 Member Meetings

Section 1. Annual Meeting. An Annual Meeting of this Club shall be held at a weekly meeting of the Club in December of each year, at which time the election of officers to serve for the ensuing year shall take place. Due notice shall be given to all members of the Annual Meeting.

Section 2. Regular Weekly Meetings. Regular weekly meetings of this Club shall normally be held on Wednesdays at Noon in the Community Room at Mayfair Mall. In the event a regular weekly meeting is not held on a Wednesday at Noon at the Mayfair Mall, the members will be notified of the new time, date and place by the Secretary.

Section 3. Quorum and Manner of Acting. One third of the Active and Exempt Active Members and the Corporate Members designees shall constitute a quorum at the Annual or regular weekly meeting of this Club. The act of a majority of the members, including each designee of a Corporate Member, present at a meeting at which a quorum is present shall be the act of the members.

Section 4. Motions to Commit the Club on Any Matter. As a general rule, no motion at a regular weekly meeting to commit the Club on any matter shall be considered by the Club until it

Draft – February 15, 2012

has first been considered by the Board. The presiding officer may waive this requirement if he or she deems it proper.

Section 5. Method of Voting. The business of this Club shall be transacted by voice vote, except the election for an officer for which there are more than one nominee for the office shall be by written ballot.

Section 6. Program Chair. The Program Chair shall be appointed by the President and shall arrange for the programs for the regular weekly meetings of the Club and shall prepare and cause to be distributed a schedule, by date, of Club members who will be responsible for a specific weekly program.

Article 4 Board

Section 1. Composition of the Board. The governing body of this Club shall be the Board of Directors consisting of the following members of this Club: the President, President Elect, Vice President, Secretary, Treasurer, and Sergeant at Arms, the Immediate Past President, the Wauwatosa Rotary Foundation President, the Club's Accountant (if there is one and the Accountant is a member of this Club) and the following appointees of the President: Membership Committee Chair, Program Chair, Bulletin Editor, and two Directors at Large.

Section 2. Meetings, Quorum and Manner of Acting. Meetings of the Board shall be held at least quarterly at the call of the President or upon request of at least four Directors. Due notice shall be given to all Directors of any meeting. A majority of the Directors shall constitute a quorum of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

Section 3. Compensation. Directors shall not receive any compensation but shall be reimbursed by the Club for reasonable expenses incurred or paid for on behalf of the Club.

Article 5 Officers

Section 1. Listing of Officers. The Officers of this Club shall be a President, President Elect, Vice President, Secretary, Treasurer and Sergeant at Arms. No more than one office may be held by the same person.

Section 2 - Election and Term of Office. a) At a regular weekly meeting in the month of November, the presiding officer shall ask the nominating committee appointed by the President for nominations for President Elect, Vice-President, Secretary, Treasurer, and Sergeant at Arms. At this meeting, nominations for the respective offices may also be made from the floor. The nominations shall be placed on a ballot in alphabetical order under each office and shall be voted for at the Annual Meeting. The candidate for each office receiving a majority of the votes shall be declared elected to that office for a one year term commencing at the Changing of the Guard Dinner in June and ending at the Changing of the Guard Dinner in June of the following year. The candidate for President Elect in such balloting shall be the President Elect for a one year term and shall automatically assume the office of President for a one year term at the Changing of the Guard Dinner in June of the following year.

b) A vacancy in any office shall be filled by action of the Board and the person filling the vacancy shall serve out the unexpired portion of the term.

c) Any officer may be removed by the Board whenever in their judgment the best interests of the Club would be served thereby.

Section 3. Duties of Officers

a) 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. The President shall be

Draft – February 15, 2012

the principal administrative officer of the Club and shall in general supervise and control all of the business and affairs of the Club. The President may sign with the Secretary or any other proper officer of the Club authorized by the Board, any legal instruments which the Board has authorized to be executed

b) President Elect. It shall be the duty of the President-Elect 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.

c) Vice President. It shall be the duty of the Vice-President to preside at meetings of the Club and the Board in the absence of the President and President Elect, to assume the chairpersonship of the Club's major fund-raising event through the event's completion, and to perform other duties as ordinarily pertain to the office of Vice-President or as may be prescribed by the President or the Board.

d) 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 Club 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 or as may be prescribed by the President or the Board.

e) Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for it

Draft – February 15, 2012

them 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 or as may be prescribed by the President or the Board.

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 in his or her possession.

f) Sergeant at Arms. The duties of the Sergeant at Arms shall be to chair the Club Operations Committee and oversee the set up and take down of the equipment for the regular weekly meetings and to perform the duties as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

Article 6 Finances

Section 1. Dues. Active and Exempt Active Membership Dues shall be \$43 per quarter. Corporate Membership Dues shall be \$43 per quarter for the first designee and \$31.25 per quarter for each additional designee. Membership Dues cannot be changed except by a vote of the members at any regular weekly meeting.

Section 2.- Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer, President or President Elect.

Section 3 – Deposits. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board may elect.

Section 4 – Gifts. The Board may accept on behalf of the Club any contribution, gift, donation, or bequest for the general purposes or for any special purpose of the Club.

Draft – February 15, 2012

Section 5 – Bond. Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club, the cost of bond to be borne by the Club.

Section 6 – Annual Budget. At the beginning of each fiscal year the Board shall approve a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Article 7. Committees

Section 1. General Make up of Committees. a) Club committees are charged with carrying out the annual and long-range goals of the Club. The President Elect, President, 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 two or three years to ensure consistency. The President shall appoint committee chairs, except for the Club Operations Committee Chair, and committee members and conduct planning meetings prior to the start of the year in office. It is recommended that the committee chair have previous experience as a member of the committee. Standing committees may include the following:

- **Membership.** This committee should develop and implement a comprehensive plan for the recruitment and retention of members. On a biannual basis, in July/August of even numbered years, this committee shall make a classification survey of the Club and present it to the Secretary and Board.
- **Public Relations/Social Media.** 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.

Draft – February 15, 2012

- **Service Projects.** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of Wauwatosa, nearby communities as well as international communities.
- **The Rotary Foundation.** The work of this committee will be handled by the Wauwatosa Rotary Foundation, whose role is to develop and implement plans to support the Wauwatosa Rotary Foundation and the Rotary International Foundation through both financial contributions and program participation.
- **Club Operations.** This committee will work under the direction of the Sergeant at Arms who will be the chair of this committee. These committee members will ensure that an orderly process and schedule are designed to have various equipment set up for weekly and special meetings as well as the securing of the equipment.

Additional ad hoc committees may be appointed by the President or Board as needed.

b) The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

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.

d) 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 Board on all committee activities.

Section 2. **Duties of Committees.** The general duties of all committees shall be established and reviewed by the President and/or the Board. Each committee shall have a specific mandate, clearly

Draft – February 15, 2012

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 as soon as possible after the start of the Club's fiscal year.

Article 8 Books and Records

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees and a record of the names and addresses of the members entitled to vote. All books and records of the Club may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article 9 Amendments to These Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members present at any regular weekly meeting or at the Annual Meeting, provided due notice is given of the specific alteration, amendment, repeal or adoption proposed.

These Bylaws were created on April 5, 2005, and amended on June 30, 2010 and September 1, 2011.