

Bylaws of the Rotary Club of Fishers, Indiana

Amended August 25, 2017

Article I ELECTION OF DIRECTORS AND OFFICERS

Section 1 — Board Makeup

The board of directors shall consist of thirteen (13) members including:

- President
- President-elect
- Secretary
- Treasurer
- Immediate Past President
- Eight (8) directors

Section 2 — Filling Board Positions

At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president-elect, secretary, treasurer, and four (4) members of the board of directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club 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, secretary, and treasurer receiving the greatest number of the votes shall be declared elected to their respective offices. The candidates for director receiving the greatest number of the votes shall be declared elected as directors.

The elected directors shall serve as members of the board for a term of two years commencing on the first day of July next following the elections. The president elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect. The president of the just-concluded year shall serve on the board as past-president for one year.

Section 3 — Post Election Duties

The officers and directors so elected in Section 2, together with the immediate past president and four remaining directors shall constitute the board of directors-elect. Within one week after their election, the president shall appoint a member of the club to act as sergeant-at-arms. The president-elect shall distribute copies of the current bylaws and club constitution to the board-elect prior to its initial meeting and shall review its provisions with the board-elect at its initial organizing meeting.

Section 4 — Vacancies

A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Article II DUTIES OF OFFICERS

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 pertain to the office of president.

Section 2 — President -Elect

It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board. The president-elect shall preside at meetings of the club and board in the absence of the president. A prerequisite for being President-elect is to have previously served a full term on the board as defined in Article I Section 2.

Section 3 — Program Coordinator

It shall be the duty of the program coordinator to solicit, schedule and introduce the speaker for the club meetings. The Program Coordinator will work with the President to determine which meetings will be scheduled for club business (Club Assembly).

Section 4 — Secretary

It shall be the duty of the secretary to perform the following tasks.

- a. Record and report to the District Database (DaCdb) the club's monthly attendance figures
- b. Record and preserve the minutes of board meetings
- c. Send the required reports to RI including the semi-annual report (SAR) of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, including prorated reports to the general secretary on October 1st and April 1st of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period. The report of changes in membership, which shall be made to the general secretary of RI and the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days following the last meeting of the month.
- d. Maintain accurate and timely records of club members personal and club information on the District Database (DaCdb).

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 at any other time upon demand by the board and to perform such 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.

Section 6 — Sergeant of Arms

The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

Article III MEETINGS

Section 1 — Annual Meeting

An annual meeting of this club shall be held on a Friday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 — Regular Meetings

The regular weekly meetings of this club shall be held on Friday at 7:00 AM. Timely notice of any changes in or canceling of the regular meeting shall be given to all members of the club. Regular attendance of club meetings and engagement in club service projects, events, or activities demonstrate a member's commitment to the club and to the organization. Club leaders encourage club members to attend meetings and participate in club service projects, other events, and activities.

Section 3 — Club Assemblies

The president may on his or her own or shall at the request of the board call for a club assembly to discuss any matters deemed of significance to the club as a whole in order to gain the perspectives of or assess the support by the general membership. The president shall announce the date, place, and topics to be considered at the club assembly at a regular weekly meeting and shall advise the membership by postal or electronic means no less than 5 days in advance of the club assembly. The meeting shall be held at a time and place convenient to a majority of the membership and may be held at or in lieu of regular meeting.

The normal order of business shall be suspended with the club president creating an agenda, chair the meeting, and facilitate discussion. The club secretary shall record minutes. No votes shall be taken by the general membership unless specifically requested by the president and any such votes shall be deemed advisory to but not binding upon the board. A club assembly shall be mandatory for the following situations.

A. Annual Plans

The president shall call a club assembly within 30 days of the beginning of each year to discuss the board's budget and plans for the year.

B. Mid-Year Plans

In the event of significant new developments related to the club's budget and plans for the remainder of the year, it is recommended that the president call a club assembly to gain input from the membership or to advise the membership of board decisions.

C. Substantial Commitments — Club Funds

At any time during the year, the president shall call a club assembly prior to the board voting to commit any club or custodial funds or financial liabilities equal to or in excess of 20% of the lesser of current accumulated club funds or budgeted, current-year club fundraising (excluding actual or anticipated donations by club members to The Rotary Foundation).

D. Substantial Commitments — Club Member Volunteer Hours

At any time during the year, the president shall call a club assembly prior to the board voting to commit the club membership to any activity which would result in an annual increase in the general membership's average volunteer hours by 4 (four) or more hours.

E. Extended Commitments — Future Years

At any time during the year, the president shall call a club assembly prior to the board voting to commit the club administratively or financially beyond the current club year.

Section 4 — Regular Board Meetings

Regular meetings of the board shall be held each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 5 — Quorums

One-third of the membership shall constitute a quorum at the annual and regular meetings of this club, and at any club assemblies. A majority of the board members shall constitute a quorum of the board.

Article IV FEES AND DUES

Section 1 — Application Fee

The admission fee shall be \$50.00 to be paid before the applicant can qualify as a member. This fee is waived for former Rotarians of any club.

Section 2 — Annual Dues

The membership dues shall be \$200 per annum for regular membership payable semiannually on or about the fifteenth day of June and December, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to *THE ROTARIAN* magazine.

Article V METHOD OF VOTING

The business of this club shall be transacted by hand count vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific club resolution be considered by ballot rather than by hand count vote by club members

Article VI COMMITTEES

- A. 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 Youth Service. This club will be active in each of the five Avenues of Service.
- B. Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning.
- C. The president-elect is responsible for soliciting the commitment of members as committee chairs for their upcoming year as president. In most cases these roles will be filled by the previous year's Chair Elect. Chair Elect's accept their role with the understanding they will assume leadership the following year, as part of the club's succession planning. They shall also conduct planning meetings no later than May 31st prior to the start of their year in office which begins July 1st. It is recommended that the chairs have previous experience as a member of the committee. Every effort should be made to continue to add a chair-elect to each committee with the intention that they become the following year's chair.

The president shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership thereon, including due notice of all meetings, inclusion in determining a quorum, offering and seconding motions, debate, and casting ordinary votes.

- D. 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 has been made to the board and approved by the board.
- E. 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 to a level of detail satisfactory to the board to allow timely and detailed oversight by the board.
- F. Additional ad hoc committees may be appointed as needed.

1. Club Administration

This committee should conduct activities associated with the effective operation of the club. The sergeant-at-arms will be a member of this committee and will be appointed by the president. The Club President and President-Elect shall chair this committee and ensure the following duties are performed, and others as deemed necessary by the club President.

- A. Designate and support a club member as our Club Photographer
- B. Manage the club's inventory of club pins and speakers gifts (mugs, coasters, etc.)
- C. Send emails to the club membership of change in room or location of the upcoming club meeting
- D. Ensure photos of all club members are maintained and provided to the Membership Chair for posting on our club and district web site.
- E. Manage the process of updating the club's by-laws – every three years.

2. Social Committee

This committee will plan, schedule, and implement club social events for the purposes of building comradery and fellowship for our club members.

3. 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.

4. Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members. Tasks to be managed by the committee chair and chair-elect are as follows:

- a. Assist the Secretary in maintaining accurate and timely records of the club's membership
- b. Gather, manage, and present new member applications to the board each month
- c. Schedule and organize New Member Orientation meetings
- d. Manage the induction process for all new members
- e. Order and manage all name badges for new members

6. The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both program participation and financial contributions (excluding grants).

7. Grant Administration

This committee should develop and implement plans to support The Rotary Foundation through seeking, securing, and administering grants requests approved by the board. The chair of this committee shall serve a three-year term and attend district level training as offered and mandated by district leadership to ensure our club maintains the right to apply for District and Global grants.

Article VII 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 make reference to appropriate RI materials. The service project committee will consider Vocational Service, Community Service, International Service, and Youth Service Avenues when developing plans for the year.

Each committee is encouraged to have 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, goals and plans for presentation to the board in advance of the commencement of the year as noted above. Where available, each committee shall receive and utilize a manual and other resources from Rotary International which provides an overview of the committee and its responsibilities. Each committee shall operate in a manner that is consistent with District 6560, Rotary International, and Rotary Foundation requirements.

Article VIII LEAVE OF ABSENCE

Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted which excuses a member from attending the meetings of the club for a six month period of time, after which an additional request for another six month period must be requested for the leave of absence to be extended. There is no limit as to the number of requests that can be made, however it shall be up to the board to determine if approving additional leave requests after two is in the best interest of the club. The member shall continue to pay full dues commensurate with that member's non-leave status. Such leave of absence exists 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 provision of art. VII, sec. 3 of the standard Rotary club constitution is not computed in the attendance record of the club.

Article IX FINANCES

Section 1 — Deposits

The treasurer shall deposit all funds of the club in some financial institution to be named by the board.

Section 2 — Paying Bills

All bills shall be paid only by checks signed by the treasurer or other authorized officer.

Section 3 — Annual Audit

A thorough review of all financial transactions by a qualified person shall be made once each year. All expenses shall be monitored against the budget approved by the board.

Section 4 — Officer Bonding

Officers having charge or control of funds shall be bonded as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 5 — Member Dues

The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 6 — Budget

At the beginning of each fiscal year the board shall prepare or cause to be prepared 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 7 – Special Event Fund Raising Reporting

The leader or chairperson of any club fundraiser will provide a summary of revenue, expenses, and net income to the club members at a regular club meeting in a timely manner, either written or presented on screen, within a period not to exceed 30 days from the date of the event. The net income reported must include only "realized" earnings and shall not include pledges not yet collected. Uncollected pledges may be called out in the summary as a note of potential income to the project or fund raising event, but may not be included in the final event revenue figures presented. Further, a summary of expenses and revenue must be maintained by the fund raising leader or committee chairperson and be provided to the club's PR chair for posting to the club's web site for viewing by club members as desired, to be made available no later than 30 days from the date of the event. If this summary cannot be provided within 30 days, a 30 day extension can be granted upon written request to the Board.

Article X METHOD OF ELECTING MEMBERS

Section 1 — General

The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A current or former member of another Rotary club may be proposed to active membership by that club. However, no such person shall be considered for

membership in the club until the board receives positive written notice from an officer of that person's current or most recent existing club indicating that the person owes no outstanding obligations to that club and is currently (if a present member) or departed (if a former member) in good standing with that club. Further, no person who has ever misused club funds in any Rotary club or, if in a responsible position, failed to act on the known misuse of club funds by any other person in that club, shall be eligible for membership in the club.

Section 2 — Compliance

The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution. No person shall be disqualified from membership on the basis of race, religion, or sexual orientation. 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 — Favorable Vote

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 — Written Objection

If no written objection to the proposal, stating reasons, is 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, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, 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, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 — New Member Induction

Following the election, the president shall arrange for the induction of the new member; the club secretary shall report the new member to RI. 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 a club project or function.

Section 7 – Election of Honorary Members

The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article XI RESOLUTIONS

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article XII ORDER OF BUSINESS

1. Meeting Called to Order
2. Invocation
3. Pledge of Allegiance
4. Introduction of Guests and Visiting Rotarians
5. Correspondence and Announcements and Rotary Information
6. Committee Reports
7. Unfinished Business
8. New Business
9. Speaker or Other Program Features
10. Recite the Four Way Test
11. Adjournment

Article XIII POLICY AGAINST SEXUAL HARASSMENT

It is the policy of this club to maintain an environment free of sexual and sex-based harassment. It is a violation of the Rotary 4-Way Test to harass or discriminate against another member in any way. Sexual harassment occurs when unwelcome sexual advances, requests for sexual favors, or any other verbal, written, or physical conduct creates an intimidating, hostile, or offensive environment.

Any member who believes he or she has been harassed in this manner should report the conduct to the president or other board member. A thorough and impartial investigation of all complaints will be conducted in a confidential manner. Any member who, after investigation, is found to have sexually harassed another member will be subject to appropriate disciplinary actions depending upon the circumstances, up to and including termination from club membership.

Article XIV REMOVAL FROM BOARD OR COMMITTEE

All officers, directors and members of all committees shall comply with the club's bylaws. The president and president-elect shall investigate any concerns brought to the board's attention and shall recommend appropriate action if any, including removal from the board, committee or club, for the board's consideration and vote. If the president or president-elect shall be the subject of concern, that officer or those officers shall withdraw from the investigation committee and be replaced by the chairs of the standing committees in the order listed in Article VI of these bylaws.

Article XV CONFLICTS OF INTEREST

All officers, directors, and committee members shall disclose to the board at the beginning of each annual term any actual or perceived conflicts of interest. A conflict of interest is a relationship among individuals through which an involvement in decisions could benefit or be perceived to cause benefit for such that individual, individual's family, personal acquaintances, business colleagues, business interests, or an organization in which such individual is trustee, director, or officer. Such individuals shall not vote on any measure in which they have an actual or perceived conflict of interest.

Article XVI SPECIAL RECOGNITION AWARDS

Section 1 — Rotarian of the Year

The club shall recognize an eligible member as “Rotarian of the Year” for his or her efforts in the current year which most clearly demonstrate the Rotary ideal of “Service Above Self.” Recognition shall include a plaque to be presented to the member by the club president at the final meeting of the club year or at any other time and place determined by the board. The member selected for this honor shall be determined by a majority or plurality of a vote by the general club membership from a list of nominees by the membership. Excluding the current president and anyone winning within the previous 10 years, all members of the club shall be eligible who:

1. Are in good standing as of the time of the award; and
2. Have led, actively participated in, or supported with time (or equivalent service or funding) the club’s requested level of overall annual support in its current year fundraising activities; and
3. Have actively led, participated in, or supported with time (or equivalent service or funding) one or more of the other club-sponsored volunteer or service activities.

The previous year’s winner (administrator) shall oversee the nomination and voting process. The club secretary or designee shall assist the administrator in the counting of the votes. The administrator shall provide a final report to the president and secretary and shall secure the recognition plaque for presentation by the president.

Section 2 — Other Recognitions

The president at his or her own initiative may recognize particular individuals based on qualifications determined by the president. The cost of such recognitions shall be limited to funds specifically budgeted for that purpose by the board.

Article XVII AMENDMENTS

These bylaws may be amended at any regular meeting, with a quorum (1/3 of the club membership) being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed or sent electronically to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI. The club president shall initiate a review of the club’s bylaws and constitution immediately following the published decisions of RI’s triennial Councils on Legislation.

Previous Amendments:

- Effective May 1, 1992
- Amended July 22, 1994
- Amended December 15, 2000
- Amended May 18, 2007
- Amended November 5, 2010
- Amended August 29, 2014