

Bylaws of the Rotary Club of Farmington

Adopted November 30, 2006
Last Amended January 3, 2008

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 twelve-month period that begins on 1 July.
6. Club: Rotary Club of Farmington
7. District: Rotary International District 5960

Article 2 Board

The governing body of this club shall be the board consisting of 9 members of this club, namely, 3 directors elected in accordance with article 3, section 1, of these bylaws, and the president, vice-president, president-elect, secretary, treasurer, and the immediate past president.

Article 3 Election of Directors and Officers

Section 1 – 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, vice-president, secretary, treasurer, and 3 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 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-elect, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 3 candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president 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 the first day of July immediately following that year.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one month after their election, the directors-elect shall meet and elect up to 3 members of the club to act as sergeant-at-arms, nominate members to appoint as committee chairs, begin budget process for the following year and determine annual goals as required by RI and District in accordance with long-range goals established for the club.

Section 3 – Any director of the board may resign at any time by giving written notice to the president or the secretary. Such resignation shall take effect at the time specified therein, or if no time be specified, then on receipt of delivery.

Section 4 – Any or all directors may be removed for cause by two-thirds (2/3) vote of the members, or by two-thirds (2/3) vote of the Board of Directors. Cause shall include failure to attend three (3) consecutive Board meetings without being excused by the President or Secretary.

Section 5 – A vacancy in the board or any office, excluding the president, shall be filled by action of the remaining directors, except in the event of the removal of all directors, in which a special election of directors by two-thirds (2/3) of members take place within one week of removal of all directors. The vacancy or removal of the president shall be filled by a past president, whom is an active member of the club, and duly approved by the members of the club at a special election within one week of vacancy or removal.

Section 6 – A vacancy in the position of any officer-elect or director-elect, excluding president-elect, shall be filled by action of the remaining directors-elect and approved by the current presiding Board of Directors. A vacancy of president-elect, the immediate incoming president, shall be filled by a special election of the members of the club within one week of vacancy.

Article 4 Duties of Officers and Directors

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 and to perform such other duties as may be prescribed by the president or the board. It shall also be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president. It shall also be the duty of the president-elect to prepare for his or her term as president and to take specific further actions with respect thereto as further set forth in these bylaws.

Section 3 – *Vice-President.* It shall be the duty of the vice-president to serve as a director and to perform other duties as ordinarily pertain to the office of vice-president as may be 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 semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has 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.

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 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-at-Arms.* The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board. The sergeant-at-arms is an officer of the club but is not a director or member of the board.

Section 7 – *Directors.* It shall be the duty of a director to serve as a director and to perform other duties as ordinarily pertain to a director as may be prescribed by the president or the board.

Section 8 – *Immediate Past President.* It shall be the duty of the immediate past president to serve as a director and to perform other duties as ordinarily pertain to the immediate past president as may be prescribed by the president or the board.

Section 9 – *Voting Rights.* All directors of the board, including the treasurer and secretary, shall be the voting members of the board.

Article 5 Meetings

Section 1 – *Annual Meeting.* An annual meeting of this club shall be held on the 2nd Thursday of 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 Club Meetings.* The regular weekly meetings of this club shall be held on Thursday 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 article 8, sections 3 and 4 of 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 sixty (60) 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 8, sections 1 and 2.

Section 3 – *Club Meeting Quorum.* One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – *Board Meetings.* Regular meetings of the board shall be held monthly, with notice given to club members, at a place and time as determined by the board of directors. 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 to board members, with or without notice to club members.

Section 5 – *Board Meeting Quorum.* A majority of the directors shall constitute a quorum of the board. A director shall be counted as present if participates via teleconference for the duration of the meeting.

Section 6 – *Board Meeting Agenda.* An agenda for the board meeting shall be published and distributed to directors at least one day prior to the meeting. Such agenda shall be available to all members at least one day before the meeting. A director shall be able to provide a written response to the president or secretary on an agenda item but no vote shall count if the director is not present.

Section 7 – *Committee Meetings.* Regular meetings of committees shall be held monthly at a place and time as determined by the committee.

Section 8 – *District and RI Meetings.* All members of the club are strongly encouraged to attend district and RI meetings and conferences which are open to members.

Article 6 Fees and Dues

Section 1 – Initiation Fee. The initiation fee shall be such an amount as set by the board annually at the first board meeting in each year. The initiation fee shall be paid before the applicant can qualify as a member.

Section 2 – Membership Dues. The membership dues shall be such an amount as set by the board annually at the first board meeting in each year. Membership dues, fees and charges payable by members of the club for all dues and fees herein shall be billed and collected by the Treasurer quarterly on the first day of each quarter. Membership dues and fees payable by the club to RI shall be paid by the Treasurer on the first day of July and of January, or otherwise prescribed by RI, with an understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. Membership dues and fees payable by the club to the district shall be paid by the Treasurer to the district annually in July as prescribed by the district or as otherwise prescribed by the district.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce* (vocal assent) or ballot by mail vote except the election of officers and directors, which shall be by ballot at the annual meeting. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Article 8 Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four 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 and immediate past president should work together to ensure continuity of leadership and succession planning. Every member of the club shall serve on a committee. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that 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, including member development, new member induction and mentor program, club and district involvement, hold regular meetings, and develop proposed annual budget for the president and board.
- **Club Administration**
This committee should conduct activities associated with the effective operation of the club, including ensuring quality programs, scheduling speakers, meeting location management, club social events, fellowship, fun and hold regular meetings, and develop proposed annual budget for the president and board.
- **Public Relations**
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's fundraising, service projects and general activities, hold regular meetings, and develop proposed annual budget for the president and board.
- **Fundraising**
This committee should develop the fundraising efforts of the club to ensure financial support for service projects and activities of the club, hold regular meetings, and develop proposed annual budget for the president and board.
- **Service Projects**
This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries, engage member involvement, hold regular meetings, and develop proposed annual budget for the president and

board.

- The Rotary Foundation
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation, engage member involvement, hold regular meetings, and develop proposed annual budget for the president and board.

Additional ad hoc committees may be appointed as needed by the president or board.

(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.

Article 10 Duties of Committees

The duties of all committees shall be established by committee operational procedures 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 and international service avenues 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-elect 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 not to exceed six months.

Article 12 Finances

Section 1 – Prior to the beginning of each fiscal year, the board-elect 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. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – Authorized signers on all club accounts shall include the treasurer, secretary and president. All bills shall be paid by the treasurer as in the normal course of conducting club business and activities. The secretary and president shall only sign when such bill or payment is authorized by the board.

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. The collection of members' dues shall be quarterly as set forth in Article 6, Section 2. The semiannual 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 as set forth in Article 6, Section 2. The annual payment of membership dues to the district shall be made to the district in July of each year as set forth in Article 6, Section 2.

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, via signed application, through the club secretary or president. 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 proposer and board shall ensure that 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 or application within 30 days of its submission, and shall notify the proposer and prospective member, through the club secretary or president, of its decision. A proposal or application can be approved by directors via electronic mail to expedite timely response of decision to the proposer and prospective member.

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, 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 – 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 initiation 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 initiation fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the secretary and 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 will assign a mentor, 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

The following is a recommended order of regular meetings:

1. Call to order.
2. Welcome to all in attendance.
3. Pledge of Allegiance.
4. Invocation.
5. Introduction of visitors.
6. Program/Speaker Introduction.
7. Thank you and presentation to speaker.
8. Club Business, Committee reports, and Inductions/Presentations, if any.
9. Correspondence, announcements/calendar and Rotary Information.
10. Sergeant-at-arms.
11. Happy Dollars.
12. Four Way Test.
13. Adjournment.

Article 16 Amendments

These bylaws may be amended at any regular meeting, 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. 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.

These Rotary Club of Farmington bylaws replace, supersede, and amend any prior Rotary Club of Farmington bylaws in their entirety.