

By-Laws of the Rotary Club of Madison, Indiana, USA

Adopted 6 December 2001 by the Board of Directors, replacing the previous By-Laws

Article I — Board of Directors

The governing body of this club shall be a board of directors consisting of the club president, the club president-elect (who shall serve as club vice-president), the club secretary, treasurer, and sergeant-at-arms, three additional directors, and the immediate past club president.

Article II — Election of Directors and Officers

The club shall hold an annual meeting, in the month of December, for the purpose of electing a president, secretary, sergeant-at-arms, and three directors. Nominations for these offices shall be presented by a nominating committee chosen and chaired by the immediate past president. Nominations from the floor will also be accepted. The candidates receiving a majority of the votes cast shall be declared elected to their respective offices. 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 other officers so elected shall assume office on the first day of July next following the election.

At their first official meeting, the newly elected board of directors shall appoint some member of the club to act as treasurer.

If any officer, director, officer-elect, or director-elect withdraws or is otherwise removed from his/her office or directorship before the expiration of his/her term in that position, the resulting vacancy shall be filled by action of the remaining members of the (then sitting) board of directors. This action will require a simple majority vote of the remaining board; if such vote results in a tie, the tie shall be broken by the presiding officer of the remaining board

Article III — Duties of Officers

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.

It shall be the duty of the president-elect/vice-president to preside at meetings of the club and board in the absence of the president, to perform such other duties as ordinarily pertain to the office of vice-president, and to perform such other duties as may be prescribed by the president or the board.

It shall be the duty of the secretary to keep the records of membership; record the attendance at club meetings; record and preserve the minutes of board meetings; make the required reports to Rotary International—including the semiannual reports of membership, the reports of changes in membership, and the monthly report of attendance at club meetings (made to the district governor); and perform such other duties as usually pertain to the office of secretary or as may be prescribed by the president or the board.

It shall be the duty of the sergeant-at-arms to arrange for the setting up and putting away of paraphernalia used at meetings, and perform such other duties as are usually prescribed for such office or may be prescribed by the president or the board.

It shall be the duty of the treasurer to have custody of all funds, accounting for same upon demand by the board, to issue bills for dues and other charges to the club members and record their

payments of the same, to pay obligations incurred by the club (including bills for meals served at meetings) from club funds, 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.

Article IV — Meetings

The regular weekly meetings of this club shall be held on Thursdays at 6:30 p.m. One of these meetings, in December, shall subsume the annual meeting called for in Article II above. Necessary changes in time or place, or cancellation, of regular meetings shall be enacted by the board of directors pursuant to Article V, Section 1 of the club constitution, with due notice of such changes or cancellations being given to all club members.

At each meeting, all current members—excepting those excused pursuant to Article VIII, Section 2 of the club constitution—shall be counted as present or absent according to the rules set out in Article VIII, Section 1 of the club constitution.

One-third of the club membership shall constitute a quorum at the annual and regular meetings of this club.

The board of directors shall meet at least monthly, on dates chosen by the president. 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.

The board members present at any regular or called meeting of the board shall constitute a quorum for any action not having a required margin of approval specified elsewhere in these by-laws or in the club constitution.

Article V — Fees and Dues

Each active member, upon induction into the club, shall be charged an initiation fee in the amount specified from time to time by majority vote of the board of directors.

Each active member shall be charged monthly dues in the amount specified from time to time by majority vote of the board of directors. Such dues will be used to pay the club's own dues to Rotary International and District 6580, to pay for member's subscriptions to The Rotarian magazine, and to defray other operating expenses of the club.

In addition to the foregoing, each member shall be charged, in amounts specified from time to time by majority vote of the board of directors, for meals served at meetings. Honorary members, as well as active members excused from regular attendance pursuant to Article VIII, Section 2 of the club constitution or Article IX of these by-laws, will be charged only for meals served at meetings which they actually attend. Other active members will be charged for meals at all meetings held, regardless of attendance; however, if an active member, actually absent from a meeting, is counted as present pursuant to Article VIII, Section 1 of the club constitution, or is absent in order to present a program to some other service-oriented organization meeting at the same time, then (upon informing the treasurer of this fact) he/she will not be charged for the meal served at that meeting. Members who bring guests to meetings, including guests brought to present after-dinner programs for which said members were responsible, will be billed for meals for those guests unless other arrangements have been made in advance with the board. Members of other Rotary Clubs who attend a regular meeting but are not guests of the club or one of its members will be charged for their meals at that time.

In addition to the foregoing, each active member shall be assessed, in amounts specified from time to time by majority vote of the board of directors, for payments to support the charitable activities of

the club. The members will derive no tangible benefits from these assessments, so that such payments can be considered as charitable contributions under applicable tax laws.

Article VI — Method of Voting

The business of this club shall be transacted by voice vote, except that the election of officers and directors shall be by ballot. In any voice vote, the presiding officer shall decide which side has won, unless any member of the club requests a vote by show of hands, in which case the outcome shall be determined by count.

Article VII — Committees

The president shall, subject to the approval of the board, appoint committees as are deemed necessary and desirable for fulfilling the objects of Rotary (as enumerated in Article IV of the club constitution and other Rotary International documents) within each of the following broad areas of service:

Club Service. These committees shall provide for: the promotion of regular attendance at club meetings, district and regional conferences, and international conventions; enhancement of fellowship at meetings; dissemination of Rotary information to members; publication of a weekly club newsletter sent to members; membership development; assignment of classifications to new members (pursuant to Article VII of the club constitution); orientation of new members; arranging for programs to be presented at meetings; raising funds from outside sources, as needed, to support the club's charitable activities; and publicizing club activities to the larger community.

Vocational Service. These committees shall devise and execute plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations.

Community Service These committees shall provide for desired interactions with other service organizations or agencies in Jefferson County, Indiana, USA, including the awarding and distribution of grants and services to such organizations or agencies or to individuals in need.

International Service These committees shall provide for desired interactions with foreign service organizations or international agencies within Rotary International, such as the Rotary Foundation, including the promotion of and participation in the Youth Exchange and Group Study Exchange programs of Rotary International.

Each of the four groups of committees shall be overseen by a person named by the president from the membership of the board; in particular, the president-elect shall oversee the Club Service committees.

Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon. Except where special authority is given by the board, no committee shall take action until a report has been made to the board and approved by the board.

Article VIII — 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, which shall not be less than four weeks nor longer than six months. Members on leaves of absence must be counted as absent for purposes of attendance records reported to the district governor

(unless they can be counted as present pursuant to Article VIII, Section 2 of the club constitution), and will be billed for regular dues and assessments but not for meals served at meetings which they do not attend.

Article IX — Finances

The treasurer shall deposit all funds of the club in some bank or banks to be named by the board.

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, cost of bond to be borne by the club.

The fiscal year of this club shall extend from 1 July to 30 June. 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.

Article X — Method of Electing Members

The name of a prospective member, proposed by a current active member of the club, shall be submitted to the board in writing, through the club secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution. 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. Such disapproval shall require the vote of a simple majority of the (entire) board.

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 (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and to permit his/her name and proposed classification (if active membership) to be announced to the club.

If no written objection to the proposal, stating reasons, is received by the board from any active member of the club within ten (10) days following announcement 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, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership. Such approval shall require the vote of a simple majority of the (entire) board.

Following the election, the president shall arrange for the induction of the new member and the secretary shall issue appropriate membership materials and shall report the new member to Rotary International.

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 — Amendments

These bylaws supercede and replace all previous by-laws adopted by the club, and may be amended by a two-thirds vote of the (entire) board, provided that notice of such proposed amendment shall have been transmitted to each board 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 of Rotary International.