

GROVE ROTARY CLUB BYLAWS

December 1, 2011

Object: *The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:*

First: The development of acquaintance as an opportunity for service;

Second: High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third: The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth: The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 1. 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.

Article 2. Board

The governing body of this club shall be the board consisting of eleven (11) members of this club, namely, six (6) directors elected in accordance with Article 3, Section 1, of these bylaws, and the president, president-elect, secretary, treasurer, and the immediate past president.

Article 3. Election of Directors and Officers

Section 1 – At a regular meeting at least one month prior to the annual meeting of the club, the presiding officer shall appoint a nominating committee consisting of three (3) members, none of whom shall then be holding an office or a position on the Board of Directors. Said nominating committee shall prepare a slate of nominees for the following offices: President-elect, secretary, treasurer, and two 3-year-term directors. The nominating committee shall use its best efforts to present at least two nominees for each of the above-listed positions. At least two weeks before the annual meeting, the nominating committee shall present its slate of candidates at a regular meeting, at which time the presiding officer will then open the floor for further nominations for each of the above-listed positions. 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 of the club. The candidate securing the majority of the votes for each office shall be declared elected.

Section 2 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 3 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 4. Duties of Officers

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. The President-elect will preside at meetings of the club and the board in the absence of the president and perform other duties as would ordinarily pertain to the office of vice-president. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve as club president until a successor who has attended a presidents-elect training seminar and district assembly or training deemed sufficient by the governor-elect has been duly elected

Section 3 – 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 4 – 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 pertains 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 5 – Sergeant-at-Arms. The Board will have the option to either elect the Sergeant-at-Arms or have the responsibilities of the Sergeant-at-Arms be the function of a committee chaired by the Program chairman. The duties of the sergeant-at-arms shall be to maintain order during the club meetings, to collect fines and to perform such other duties as may be prescribed by the president or the board.

Article 5. Membership:

Section 1 – General Qualifications. This club shall be composed of adult persons of good character and good business and professional reputation.

- (a) engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or
- (b) hold an important position in any worthy and recognized business or profession or any branch or agency thereof and have executive capacity with discretionary authority; or
- (c) having retired from any position listed in sub-subsection (1) or (2) of this subsection; or
- (d) have the status of Rotary Foundation alumni as defined by the board.

Section 2 – Kinds. This club shall have two kinds of membership, namely: active and honorary.

Section 3 – Active Membership. A person possessing the qualifications set forth in article 5, section 1 may be elected to active membership in this club.

Section 4 – Transferring or Former Rotarian. A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits.

Section 5 – Dual Membership. No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 6 – Honorary Membership.

- (a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.
- (b) Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 – Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are

elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 8 – Rotary International Employment. This club may retain in its membership any member employed by RI.

Article 6. Meetings

Section 1 – Annual Meeting. An annual meeting of this club for the election of officers shall be held not later than 31 December each year.

Section 2 – Regular Meeting.

- (a) The regular weekly meetings of this club shall be held on each Wednesday at 12:00 noon.
- (b) Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.
- (c) All members excepting an honorary member (or member excused pursuant to Article 7, 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.
- (d) Cancellation. The board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.

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

Section 4 – Regular meetings of the board shall be held on the second Wednesday 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.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Article 7. Attendance

Section 1 – General Provisions. Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 50 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or makes up for an absence in any of the following ways:

- (a) 30 Days Before or After the Meeting. If, within 30 days before or after the regular time for that meeting, the member
 - (1) attends at least 50 percent of the regular meeting of another club or of

- a provisional club; or
 - (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
 - (3) attends a function of RI or District 6110.
 - (4) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
 - (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
 - (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
 - (7) participates through a club Web site in an interactive activity requiring an average of 30 minutes of participation.
- (b) When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.
- (c) At the Time of the Meeting. If, at the time of the meeting, the member is
- (1) in sub-subsection (a) (3) of this section; or
 - (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
 - (3) serving as the special representative of the district governor in the formation of (1) traveling with reasonable directness to or from one of the meetings specified for a new club; or
 - (4) on Rotary business in the employ of RI; or
 - (5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
 - (6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

Section 2 – Extended Absence on Outposted Assignment. If a member will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs.

Section 3 – Excused Absences. A member's absence shall be excused if

- (a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient.
- (b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 4 – RI Officers' Absences. A member's absence shall be excused if the member is a current officer of RI.

Section 5 – Attendance Records. Any member whose absences are excused under the provisions of sections 3 or 4 of this article shall not be included in the membership figure used to compute this club's attendance.

Article 8. Fees and Dues

Section 1 – The admission fee shall be an amount determined by the Board to be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be an amount determined by the Board per annum with the understanding that a portion of be applied to each member's subscription to the RI official magazine.

Article 9. Method of Voting

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

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)

Article 10. Five Avenues of Service

Rotary's Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

- (a) Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
- (b) Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.
- (c) Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
- (d) International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
- (e) New Generations Service, recognizes the positive change implemented by youth and young adults through leadership development activities, service projects and exchange programs.

Article 11. Committees

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. 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.
- **Club 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.
- **Club Administration:** This committee should conduct activities associated with the effective operation of the club. At the discretion of the President, the duties of this committee may be assigned to the President-Elect.
- **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.
- **The Rotary Foundation:** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- (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 12. Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. 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 13. 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.

Article 14. Finances

Section 1 – Unless otherwise directed by a majority vote of the members attending a regular meeting with a quorum present, the treasurer shall deposit all funds of the club in some bank to be named by the Board.

Section 2 – All bills shall be paid by checks signed by the treasurer. The treasurer must obtain written approval from any two officers before paying any bill or other expenditure of more than \$500. A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 3 – Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of funds of the club, cost of bond to be borne by the club. No bond shall be required unless the club assets amount to \$75,000 or more, unless the Board determines otherwise.

Section 4 – The fiscal year of this club shall extend from July 1st to June 30th. The payment of per capita dues and magazine subscriptions to the Rotary International 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 5 – Commencing July 1, 1997, and each subsequent year, the board shall within 30 days prepare or cause to be prepared a budget of estimated income and estimated expenditures. Estimated expenditures shall not exceed estimated income without the approval of the majority vote of the club membership. The actual expenditures shall not exceed the estimated expenditures for the respective purposes unless ordered by action of the Board.

Article 15. 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 through the club secretary. 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 board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The board shall solicit the general membership through the club secretary for any pertinent information regarding the applicant. This can be done at a regular meeting, by electronic mail or through the weekly bulletin. The board shall approve or disapprove the proposal within 30 days of its submission.

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.

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 admission fee (if not honorary membership), as prescribed in these bylaws, and completions of the application and Rotarian profile 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), and completions of the application and Rotarian profile shall be considered to be elected to membership.

Section 6 – Following the 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 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 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 16. Duration of Membership

Section 1 – Period. Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 – Automatic Termination.

- (a) Membership Qualifications. Membership shall automatically terminate when a member no longer meets the membership qualifications, except that
 - (1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership;
 - (2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.
- (b) How to Rejoin. When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification. A second admission fee shall not be required.
- (c) Termination of Honorary Membership. Honorary membership shall automatically terminate at the end of the term for such membership as

determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 3 – Termination — Non-payment of Dues.

- (a) Process. Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- (b) Reinstatement. The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club.

Section 4 – Termination — Non-attendance.

- (a) Attendance Percentages. A member must
 - (1) attend or make up at least 50 percent of club regular meetings in each half of the year;
 - (2) attend at least 30 percent of this club's regular meetings in each half of the year.

If a member fails to attend as required, the member's membership shall be subject to termination unless the board consents to such non-attendance for good cause.

- (b) Consecutive Absences. Unless otherwise excused by the board for good and sufficient reason each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 5 – Termination — Other Causes.

- (a) Good Cause. The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose. The guiding principles for this meeting shall be The Four-Way Test.
- (b) Notice. Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.
- (c) Filling Classification. When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced.

Section 6 – Right to Appeal, Mediate, or Arbitrate Termination.

- (a) Notice. Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision

to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 15.

- (b) Date for Hearing of Appeal. In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.
- (c) Mediation or Arbitration. The procedure utilized for mediation or arbitration shall be as provided in article 15.
- (d) Appeal. If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.
- (e) Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.
- (f) Unsuccessful Mediation. If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

Section 7 – Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 – Resignation. The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

Section 9 – Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club.

Article 17. Community, National, and International Affairs

Section 1 – Proper Subjects. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 – No Endorsements. This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 – Non-Political

- (a) Resolutions and Opinions. This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.
- (b) Appeals. This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 – Recognizing Rotary’s Beginning. The week of the anniversary of Rotary’s founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article 18. 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 19. Order of Business

Meeting called to order.
Introduction of visitors.
Correspondence, announcements and Rotary Information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article 20. 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.

Article 20. Parliamentary Rules

Robert Rules of Order (latest edition) shall govern the conduct of the club’s meetings.