

Bylaws of the Noon Rotary Club of Grand Forks

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. Quorum: One-third of the club membership; a majority of directors for the Board.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.

Article 2 Board

The governing body of this club is the Board consisting at a minimum of the president, immediate past president, president-elect, vice president, treasurer, and secretary and no more than eleven board members total.

Article 3 Elections and Terms of Office

Section 1 — One month prior to elections, members may nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 2 — The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — A vacancy on the Board or any office shall be filled by the remaining members of the Board.

Section 4 — A vacancy of any officer-elect position or director-elect position shall be filled by the remaining members of the Board-elect.

Section 5 — Terms of office for each role are as follows:

President – one year, unless an exception is made as approved by the Board.

President-Elect – one year, unless an exception is made as approved by the Board.

Vice President – one year, unless an exception is made as approved by the Board.

Director – three years. A director may be re-elected to a second, consecutive three-year term for a maximum term of six consecutive years.

Treasurer –The duties of the Treasurer and the duties of the Secretary may be shared by one member/director.

Secretary –The duties of the Secretary and the duties of the Treasurer may be shared by one member/director.

Article 4 Duties of the Board

Section 1 — President. The president shall preside at club and Board meetings.

Section 2 — Immediate Past President. The immediate past president shall serve as a director.

Section 3 — President-elect. The president-elect shall prepare for their year in office, serve as a director and preside at club and Board meetings in the absence of the president.

Section 4 — Vice President. The vice president shall preside at club and Board meetings in the absence of the president and the president-elect.

Section 5 — Secretary. The secretary shall keep membership and attendance records, send out notices of Board meetings, record and preserve the minutes of Board meetings, and make required reports to RI. The Secretary and Treasurer responsibilities may be shared by one officer.

Section 6 — Treasurer. The treasurer shall oversee all funds and provide annual accounting of these funds. The Treasurer and the Secretary responsibilities may be shared by one officer.

Section 7 — Directors may perform additional duties as assigned.

Section 8—A committee appointed by the Board shall conduct an annual audit of the club’s finances.

Article 5 Meetings

Section 1 — Annual Meeting. An annual meeting of this club shall be held no later than 31 March to elect the officers and directors who will serve for the next Rotary year.

Section 2 — The regular weekly meetings of this club are held on Tuesday at 12:00 p.m. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3 — Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors.

Article 6 Fees and Dues

Section 1 — The admission fee, as established by RI and/or the club, shall be paid before the applicant can qualify as a member.

Section 2 — Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual dues shall be determined by the Board. Membership dues shall be payable in accordance with the policies of the club as established by the Board.

Article 7 Method of Voting

The business of this club is conducted by voice vote or show of hands except for the election of officers and directors, which may be conducted by ballot. The Board may provide a ballot for a vote on a specific resolution when appropriate.

Article 8 Committees

Section 1 — Club committees coordinate their efforts to achieve the club’s annual and long-range goals. Each club should have the following committees:

- Club Administration – chair shall be the president-elect
- Membership
- Public Relations
- Rotary Foundation
- Service Projects

Section 2 — Additional committees may be appointed as needed.

Section 3 — The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 — Except where special authority is given by the Board, committees shall not act until a report has been made and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

Section 5 — Each committee chair should be a current member of the Board and 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 9 Finances

Section 1 — Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2 — The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects.

Section 3 — Bills are paid by the treasurer and/or another authorized officer when approved by two other officers or directors.

Section 4 — A thorough annual review of all financial transactions shall be completed by a certified public accountant or other qualified person at the request of the Board or any member of the club.

Section 5 — An annual financial statement of the club shall be provided to club members.

Section 6 — The fiscal year is from 1 July to 30 June.

Article 10 Method of Electing Members

Section 1 — A member shall provide a candidate’s name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

Section 2 — The Board shall ensure that the candidate meets all of Rotary’s membership requirements.

Section 3 — The Board shall approve or reject the candidate’s membership within 30 days and shall notify the proposer of its decision.

Section 4 — If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

Section 5 — If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the admission fee, is elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

Section 6 — The club may elect honorary members proposed by the Board.

Section 7-- Corporate Member. A Corporate Member shall be a reputable and established business located in or near the city of Grand Forks. Corporate members may appoint up to four (4) designees, one of whom should be a member of the business's executive team. Designees shall be adult persons of good character and good business, professional and/or community reputation, who are engaged as employees of the Corporate Member. Each Corporate Member and its designees shall all be classified in accordance with the Corporate Member's current business, profession or type of community service. Each designee of a Corporate Member shall have a vote and will be eligible to hold office in this Club or be a Director of this Club. The designation "Corporate" includes businesses organized as limited liability companies, limited liability partnerships and limited partnerships. The Corporate Member shall pay the same dues as the individual members and be subject to all the duties and responsibilities as the individual members.

Article 10 Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

Article 11 Amendments

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member at least 10 days before the meeting, that a quorum be present for the vote, and that two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.