

Rotary Club of Iowa City (Noon)
Bylaws
Revised October 2023

Article I
Board of Directors

Section 1. The governing body of this Club is its Board of Directors (Board). Each Board Member serves from July 1 to June 30 to coincide with the Club year as established by Rotary International.

Section 2. The Board shall consist of up to eleven voting members as follows:

(a). At a minimum the Board shall consist of the current President (who serves as chair), the immediate Past-President, the President-Elect, the board secretary and the treasurer

(b). Board Members who are not the President and the President-elect shall consist of 3 classes. Each class will serve a 3-year term, with a class to be elected each year. One of these Board Members shall volunteer to serve a one-year renewable term as the Board Secretary. Another of these board members shall agree to serve as Treasurer and shall be appointed for a three-year term, which can be renewed for one additional three-year term. The Treasurer's term may not exceed their board term.

(c). An elected board member is allowed to be elected to serve one additional consecutive three-year term. A Board Member who has been appointed by the Board to serve the remainder of a vacant term must be elected to serve an additional term. If elected to a three-year term, the appointed Board Member may serve an additional consecutive three-year term pursuant to this section. Upon serving two consecutive elected terms, a Club member may not return to the Board for three years, unless the member is elected President-Elect.

Section 3. To take advantage of Rotary experience at the district and international levels, District Governors or past District Governors who are members of the Club will be invited to serve as ex-officio (non-voting) members.

Section 4. Within 30 days after all board meetings, written minutes should be available to all members.

Section 5. The Board may establish and/or amend administrative policies to enable effective administration of Club matters. Such administrative policies or changes to administrative policies must be consistent with the Standard Rotary Club Constitution and the Rotary Code of Policies.

NOTE: As an example of an administrative policy envisioned by Article I, Section 5, the Board may want to establish a Records Retention and Destruction Policy in order to effectively manage Club records.

This Article has been changed effective October 2023

Article II

Election of Directors and Officers

Section 1. A nominating committee appointed by the Board shall annually present a slate of officers for President-Elect and Board of Directors at a meeting of the membership no later than October 15. No less than ten days prior to this meeting, additional nominations will be solicited from the membership.

(a). For the President-Elect nomination, the committee shall consist of the current President, the Past-President and the prior Past-President.

(b). For the Director nominations, a committee may consist of three current Board Members appointed by the Club President.

Section 2. Board nominees shall be members-in-good standing* of the club and have been a member of this or another Rotary Club for at least one year at the time of the election. A nominating committee shall endeavor to build a well-balanced slate of nominees that celebrates diversity, equity and inclusion.

Section 3. President-Elect nominees shall be members in good standing*, have been a member of the Board, or been a past president of this club or a previously attended (member) club.

Section 4. There shall be no more than three President-Elect nominees on a ballot. There is no limit to the number of Director nominees that may be on the ballot.

Section 5. The President-Elect nominee with the most votes is elected President-Elect. Board nominees with the highest number of votes will be elected. In the event of a tie, the nominee(s) with the most tenure in the Club will be elected.

Section 6. Sergeant-at-Arms and Club Secretary. Other officers of the Club who are not members of the Board are the Club Secretary, and the Sergeant of Arms. The term of these officers is indeterminate but shall be confirmed for the Rotary year at the first meeting of each new Board. If the member no longer wants to serve as Sergeant-at-Arms or Club Secretary, notice of this intent should be given to the President-Elect no later than two weeks prior to the end of the fiscal year (30 June). The language of this section shall not prevent either the Sergeant-at-Arms or the Club Secretary from serving as a Board Member in an independent capacity, if elected or appointed.

Section 7. A vacancy in the position of President shall be filled by the President-Elect.

Section 8. A vacancy in the office of the President-Elect shall be filled by a special Election of the membership held for that purpose. The election shall be conducted according to the provisions of this Article. A vacancy in the board of directors or any other office shall be filled by action of the remaining members of the Board for the remainder of the vacant term.

This Article has been changed effective October 2023

Article III
Duties of the Officers

Section 1. President. The President presides at meetings of the Club and Board and performs such other duties as ordinarily pertain to this office.

Section 2. President-Elect. The President-Elect presides at meetings of the Club and Board in the absence of the President and performs such other duties as ordinarily pertain to this office.

Section 3. Club Secretary. The Club Secretary keeps the records of membership, records attendance at meetings, sends out notices of meetings of the Club, board or committees, records and preserves the minutes of such meetings, makes the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the secretary of Rotary International (on January 1st and July 1st of each year, the report of changes in membership, shall be made to the secretary or Rotary International and performs other duties as usually pertain to this office. Such duties may be delegated.

Section 4. Treasurer. The Treasurer has custody of all funds, accounting for the same to the Club at its annual meeting and at any other time upon demand by the Board and performs other duties as pertain to this office. Upon retirement from office, the Treasurer shall turn over to the successor or to the President all funds, books of accounts, passwords and security phrases for accounts, or any other Club property in the Treasurer's possession. (Refer to Article X, Section 2.)

Section 5. Sergeant-At-Arms. The duties of the Sergeant-At-Arms shall be as are usually prescribed for this office and such other duties as may be prescribed by the President or the Board.

Section 6. Board Secretary. The Board Secretary shall ratify the Board minutes, shall hold a current and official copy of the Club Bylaws at the Board meetings, and shall work in conjunction with other Board Officers to ensure Board actions are procedurally accurate. Such duties shall be complimentary to the Club Secretary duties described in Article III, section 3 of these Club Bylaws.

This Article has been changed effective October 2023

Article IV
Meetings

Section 1. Annual Meeting. The annual meeting for the election of the President-Elect and Board Members shall be held as provided in the Club Bylaws within the period of not more than 2 years, but not less than eighteen months prior to the day the President takes office. (Reference

Article II, Section 1) This meeting shall include presentation of an annual budget and a presentation of an annual report.

Section 2. The regular weekly meetings of this Club shall be held as follows: Thursday at 12:00 noon, in person and virtually, provided that in an emergency, or for good cause, the Board of Directors may:

- (a) Change the regular meeting of any week to a different day of the same week or to a different hour of the regular day; or
- (b) Cancel the regular meeting of any week because of a legal holiday, the death of the Club President, an epidemic or a disaster affecting the entire community. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.
- (c) The Club will not meet when the Iowa City Community School District cancels school due to inclement weather.

Section 3. Meetings of the Board shall be called by the President, whenever deemed necessary, or upon request of two members of the Board, due notice having been given.

Section 4. A majority of the Board shall constitute a quorum of the Board.

Section 5. One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 6. Upon approval of the Board and membership, a satellite club may be established.

This Article has been changed effective October 2023

Article V Fees and Dues

Section 1. The admission fee shall be determined by the Board to be paid before the applicant can qualify as a member. The necessary amount of this fee shall be transmitted, by the Club Treasurer to the Rotary International Foundation Fund, within 30 days of qualification of the new member.

Section 2. The membership dues shall be determined annually by the Board and become due for the forthcoming fiscal year on July 1 with the understanding that a part of the dues is applied to each member's subscription to The Rotarian magazine and the per capita assessments imposed by Rotary International and the District.

Section 3. Payment of Dues. Any member whose dues are not paid for the current Rotary year (either by automatic withdrawal or direct payment) shall not be considered a member in good standing. The Board or Club Secretary shall notify the member of this status before September 30 in writing by email or letter. Members who have not arranged payment as of September 30

shall be terminated without further notice. Reinstatement of a terminated member shall be at the sole discretion of the Board.

Section 4. Refunds of Dues Upon Termination. In the event a member is terminated for cause, the dues paid for the current fiscal year by ACH or check will be returned to the terminated member. Dues shall not include any donations to Rotary International. In the event a member voluntarily terminates their membership, dues checks will not be refunded. If the member uses ACH, the ACH will be turned off upon the date of termination.

This Article has been changed effective October 2023

Article VI Method of Voting

The business of this organization shall be transacted by word of mouth (vivi voce) vote unless the Board determines that specific circumstances necessitate a vote by ballot. Board elections shall be conducted online, and members can request a printed ballot option no later than the Club meeting prior to the election. A member must be in good standing to be eligible to vote.

This Article has been changed effective January 2019

Article VII Committees

Club committees are charged with carrying out the annual and long-range goals of the Club based on the five Avenues of Service (Club Service, Vocational Service, Community Service, International Service, and Youth Service). The President-Elect, President and Past President shall work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for multiple 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 President-Elect's year in office. It is recommended, but not required, that the committee chair have previous experience as a member of the committee. Committees may be appointed as follows:

- Membership – This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- Public Image – 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.
- Service Projects – These committees, established for specific service projects, shall develop and implement educational, humanitarian, and vocational projects that address the needs of the 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 committees may be appointed as needed or as are considered by the Board as needed to effectively meet the Club's service and fellowship needs.

(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 delegated to it in these Club Bylaws and such additional business as may be referred to it by the President of 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.

(d) Minutes of all committee meetings must be reported to the Board.

This Article has been changed effective October 2023

Article VIII Duties of Committees

The duties of the committees shall be established and reviewed by the President for their year in office. In declaring the duties of each committee, the President shall make reference to appropriate Rotary International materials. Each committee shall have a specific mandate, clearly defined goals, and action plans established at the beginning of the year for implementation throughout 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 commencement of the President-Elect's year as President.

This Article has been changed effective October 2023

Article IX Attendance

Attendance at the Club meetings and makeups at other Rotary clubs are encouraged as a vital part of the Rotary membership. This Club does not require a specific attendance level in order to remain a member in good standing.

This Article has been changed effective October 2023

Article X
Finances

Section 1. The Treasurer shall deposit all funds of the Club in a specified Club account or accounts at a financial institution or institutions to be named by the Board. The Club will purchase a surety bond to protect the Treasurer.

Section 2. Bills shall be paid by the Treasurer or other authorized Officer and must be approved by two Officers or Directors. A check for \$400 or less and a check for the weekly meeting room expenses (including room rental, required and complimentary food and beverages, and other expenses related to the meeting site) in any amount may have one authorized signature. All other checks in excess of \$400 must have two authorized signatures. Authorized signatories are the Treasurer, President, President-elect and/or Past President. A financial survey by qualified person(s) shall be made once each year of all the Club's financial transactions.

Section 3. The fiscal year of this Club shall extend from July 1 to June 30 inclusive, and for the collection of members' dues shall be semi-annual periods extending from July 1st to December 31st inclusive, and from January 1st to June 30th inclusive at the member's option. The payment of per capita dues and magazine subscriptions to 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 4. Prior to the beginning of each fiscal year, the President-Elect working in conjunction with the outgoing President shall submit a budget of estimated income and expenditures for the coming year to the incoming Board for their consideration and recommendations. At the first Board meeting of the fiscal year, the new Board shall adopt a final budget which shall stand as the limit of expenditures for designated purposes unless otherwise ordered by subsequent action of the Board.

NOTE: To ensure oversight, the President shall have access to financial institution statements (paper and/or online) and shall acknowledge review at the Board meetings. The Treasurer is responsible for preparation of the Form 990 and may outsource this responsibility to a qualified third party with the prior approval of the Board. The Board shall review and approve the Form 990 filing before submission to the IRS.

This Article has been changed effective October 2023

Article XI
Method of Electing Members

Section 1 – A member of any Rotary Club shall provide a candidate's name to the Board. 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 considered to be elected to membership. If an objection has been filed with the Board, the Board shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after arrangement of the admission fee payment.

Section 6 – The Club may elect honorary members proposed by the Board.

This Article has been changed effective October 2023

Article XII Resolutions and Subscriptions

Section 1. No resolutions 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, without discussion to the Board, which after having given consideration to the matter, shall submit its recommendations to the Club. Having received the recommendations of the Board, the Club will then take such action as may seem proper to the majority.

Article XIII Order of Business

Luncheon
Meeting Called to Order
Introduction of Visiting Rotarians and other guests
Reading of Correspondence and Announcements
Committee reports or announcements by committee chairs and others
Discussion
Program Adjournment

This Article has been changed effective October 2023

Article XIV Amendments

These Club Bylaws may be amended by the Board with a quorum being present, provided that notice of such proposed amendment shall have been made to the membership at least ten days before the Board meeting. No amendment or addition to these Club Bylaws can be made that is not in harmony with the Club Constitution and with the Constitution and Bylaws of Rotary International.

The Rotary Club Constitution, Manual of Procedure 2022 and the report of the RI Council on Legislation 2022 have been used as the guides to these club bylaws.

**A member in good standing is recognized as an active, participating member of our Club meeting timely payment of dues, and other responsibilities as outlined by the Board of Directors.*