

**Bylaws  
of the  
Rotary Club of Ames, Iowa**

**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. Rotary Year:     A twelve-month period that begins on 1 July.

**Article 2      Board**

The governing body of this club shall be the board consisting of directors of this club, namely, at least six (6) and no more than eight (8) directors elected in accordance with article 3, section 1, of these bylaws, and the president, vice-president/president-elect, president-elect designee, secretary, treasurer, immediate past president, and all past district governors.

**Article 3      Election of Directors and Officers**

**Section 1** -- A nominating committee consisting of the immediate past president and not less than two other members appointed by the president will submit candidates for president, president-elect designee, secretary, treasurer and three (3) or four (4) members of the board of directors. During the November Club Business Meeting, the president will offer this slate and will ask for any other nominations from the floor. These nominations will be placed on the ballot in alphabetical order under each office and will be voted on at the annual meeting to be held in December. The candidates for president, president-elect designee, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three or four (4) candidates for director receiving the highest number of votes shall be declared elected for a term of two (2) years commencing on the first day of July next following their election.

**Section 2** -- The president elect shall serve as a member of the board as vice-president for the year commencing on the first day of July next following election as president and shall assume office as president on the first day of July immediately following the term served on the board as vice president. The president-elect designee shall serve as a member of the board as president-elect designee for the year commencing on the first day of July next following election as president-elect designee and shall assume office as vice president/president-elect on the first day of July immediately following the term served on the board as president elect-designee.

**Section 3** -- A vacancy in the board or any office shall be filled by action of the remaining directors.

**Section 4** -- A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors.

**Section 5** -- Every club member nominated for any elected office within the club must be a member in good standing within the club.

#### **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 -- *Vice-President.*** It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president, serve as chairperson of the program committee, and to perform other duties as ordinarily pertain to the office of vice-president.

**Section 3 -- *President-elect Designee.*** It shall be the duty of the president-elect designee to serve as a director and to perform such other duties 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; providing 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 offices 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 the office, the treasurer shall turn over to the incoming treasurer or to the president all funds, book of accounts, or any other club property.

**Section 6 -- *Executive Secretary.*** This position may be created and shall serve at the pleasure of the board. The executive secretary shall be responsible for performing those functions of the secretary and treasurer as may be directed by the board as well as other duties as may be prescribed by the president or the board. Remuneration for this position will be at the discretion of the board.

#### **Article 5      Meetings**

**Section 1 -- *Annual Meeting.*** An annual meeting of this club shall be held on the December business meeting each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 --** The regular weekly meetings of this club shall be held on Monday at 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 club constitution) in good standing in the 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 club constitution, article 8, sections 1 and 2.

**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 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, excluding the past district governors, shall constitute a quorum of the board.

#### **Article 6      Fees and Dues**

**Section 1 --** An admission fee shall be determined by the board. The admission fee shall be paid before the applicant can become a member.

**Section 2** -- The membership dues shall be determined by the board, payable on the first day of July, October, January and April, with the understanding that a portion of each quarterly payment shall be applied to the member's subscription to the Rotarian magazine.

**Section 3** -- Meal charges shall be as determined by the board and are payable in advance on the first day of July, October, January, and April.

**Section 4** -- Each new club member shall, in recognition of the Rotary International "Every Member every Year" initiative, participate as a Paul Harris sustaining member throughout their club membership. Club members active prior to the adoption of these by-laws will be "strongly encouraged" to participate. The goal of the Rotary Club of Ames is to have one hundred percent on-going participation in this Paul Harris Foundation program.

#### **Article 7      Method of Voting**

The business of this club shall be transacted by vocal accent 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 vocal accent.

#### **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**

**Section 1** -- During a Rotary year, the president shall, subject to the approval of the board, appoint committees charged with carrying out the annual and long-range goals of the club. The president, president-elect, and immediate past president shall work together to ensure continuity of leadership and succession planning.

**Section 2** -- At the start of a Rotary year, the president shall, subject to the approval of the board, assign each director to serve as liaison to the board for one or more committees.

**Section 3** -- Prior to the start of a Rotary year, the president-elect shall, subject to the approval of the board, appoint committee members to fill vacancies, appoint committee chairs and conduct planning meetings for that Rotary year.

**Section 4** -- Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership by reappointing not less than one-half of the members from the previous year.

**Section 5** -- The president, subject to the approval of the board, may eliminate or create standing or *ad hoc* committees in order to accommodate the needs and activities of the club.

**Section 6** -- The president and the director serving as liaison to each committee shall be *ex-officio*, voting members of each committee.

**Section 7** -- Each committee shall transact such business as is delegated to it in the by-laws 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 to and approved by the board.

**Section 8** -- Each committee 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 and reviewed by the president for his or her year. In declaring the duties of each, the president shall make a reference to appropriate RI materials.

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, a leave of absence may be granted excusing a member from attending the meetings of the club for five (5) or more consecutive meetings. A credit for meal charges will be granted for these meetings not attended.

Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member will be recorded as absent. Except, that absence authorized under the provisions of article 8, sections 3 and 4 of the club constitution is not computed in the attendance record of the club.

## **Article 12     Finances**

**Section 1** -- Prior to the beginning of each fiscal year, the board 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.

**Section 2** -- The treasurer shall deposit all club funds in a financial institution named by the board.

**Section 3** -- All bills shall be paid only by the treasurer.

**Section 4** -- A thorough audit or review of all club financial transaction by a certified public accountant shall be made once each year.

**Section 5** -- Officers having a 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, and for the collection of members' dues shall be divided into four quarterly periods. The 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.

**Section 7** -- The club shall, except under the most extreme and unusual circumstances, maintain at all times, a minimum fiscal reserve equal to twenty five (25) percent of the previous years total unrestricted expenditures. At least half of the minimum required fiscal reserve shall be held in interest bearing accounts other than the checkbook accounts.

## **Article 13     Method of Electing Active Members**

**Section 1** -- An active member of the club may propose a person for membership in the club by completing a Membership Proposal Form and submitting it to the club secretary. By so doing, such an active member of the club becomes a "sponsor" of a proposed member. Another Rotary club may propose, in writing to the club secretary, a transfer of a member in good standing of that other club to the Rotary Club of Ames. In either case, the name of the proposed member shall be confidential except as permitted by the process below. The club secretary shall, within one week of receipt of the proposed

member's completed Membership Proposal Form, refer the proposed member to the Classification Committee. E-mail communication shall be used throughout the process to facilitate a timely review for approval.

**Section 2** -- The Classification Committee shall determine if the proposed member meets all the requirements of membership as specified in the club constitution and club by-laws. If so, the Classification Committee shall assign a proposed classification to the proposed member and return their recommendation to the board via the club secretary within one week of receipt of the Membership Proposal Form. If, in the judgment of the Classification Committee the proposed member does not meet the requirements of membership, the committee will recommend to the board via the club secretary that the proposed member not be accepted for membership. **For a proposed transfer member (see Section 1), once the classification committee has assigned a classification, the proposed transfer member procedure moves directly to Section 7 (as an expedited procedure for transfer members).**

**Section 3** -- Each member of the board, within one week of receipt of the Classification Committee's recommendation, may express opposition to the proposed member and/or may request a face-to-face meeting of the board regarding the proposed member. If no such opposition or request is expressed within one week of the board's receipt of the Classification Committee's recommendation, the proposed member shall be considered approved for membership by the board and the club secretary shall inform the proposed new member's sponsor of its decision.

**Section 4** -- The club secretary will then promptly prepare an e-mail proposal to the full club membership that provides the name and the proposed classification of the proposed member. The membership will have one week to object in writing, with rationale, to the board via the club secretary.

**Section 5** -- If no written objection to the proposed member is received by the club secretary on behalf of the board from any member of the club within one week following the above described e-mail, the proposed member, shall be referred to the Orientation Committee. This committee shall schedule a orientation meeting promptly (*i.e.*, within 30 days of notification by the club secretary of the members' approval of the proposed member) with the proposed new member and the proposed new member's sponsor. During this meeting the basic information on the requirements and expectations of members of the Rotary Club of Ames shall be described. At the conclusion of this meeting, the proposed member will be asked if he/she wishes to become a member. Upon saying "yes", and upon payment of the admission fee as prescribed in these bylaws, she/he shall become an active member of the club.

**Section 6** -- 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 will continue in the process as defined in section 5 above.

**Section 7** -- After the proposed member becomes an active member, the president shall arrange for the new member's induction to the membership at a club meeting, membership card, and new member Rotary literature. In addition, the president or club secretary will report the new member's 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 one or more club committees.

#### **Article 14 Electing Honorary Members**

**Section 1** -- The board, in accordance with the club constitution, may propose individuals for honorary membership in the club.

**Section 2** -- The name of any such proposed honorary member shall be forwarded to the full club membership via an e-mail from the club secretary to the full club membership. Members will have one week from receipt of the e-mail to express their opposition in writing, with rationale, to the board via the club secretary. If no such objection is received, the proposed honorary member is considered to have been elected as an Honorary Member of the Rotary Club of Ames.

**Article 15 Member in Good Standing**

**Section 1** -- This club shall be composed of adult persons of good character and good business and professional reputation (Rotary International, "Declaration of Rotarians in Business and Professions" and Club Constitution, Article 6, Membership).

**Section 2** -- Members must remain current with all club dues and fees (Club Constitution, Article 11, Section 3).

**Section 3** -- Members must meet all attendance requirements of the club (Club Constitution, Article 11, Section 4).

**Article 16 Resolutions**

No resolution or motion to commit the club on any matter shall be considered by the club until it has first been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

**Article 17 Order of Business**

The president, subject to consent of the board, shall determine the order of business for all meetings of the club membership.

**Article 18 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed or emailed 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 club constitution and with the constitution and bylaws of RI.

By a majority vote of the membership of the Rotary Club of Ames, the foregoing by-laws were adopted and hereby replace any previous club by-laws. These by-laws were adopted on May 1, 2006.

By a majority vote of the membership of the Rotary Club of Ames, the foregoing by-laws were amended as noted on November 9, 2006.

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Robert M. Anderson, President (2005-2006)

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Rupert E. Kenyon, Exec Secretary(2005-2006)

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Richard E. Horton, President (2006-2007)

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Debra S. Johnson, Secretary (2006-2007)

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Monica Porter, President (2007-2008)

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Debra S. Johnson, Secretary (2007-2008)

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Date

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Date