**ROTARY CLUB OF GREENFIELD, INDIANA**

**BYLAWS**

**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 thirteen (13) members of this club, namely, six (6) directors elected in accordance with article 3, section1, of these bylaws, and the president, president-elect, vice president, secretary, treasurer, sergeant-at-arms, and the immediate past president.

 **Article 3 Election of Directors and Officers**

**Section 1 -** At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, sergeant-at-arms, and two (2) directors. The nominations may be presented by a nominating committee or by members from the floor, or by both. A nominating committee shall consist of the president-elect, the vice-president, one director, and any four past presidents. 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. The candidates for president, vice-president, secretary, sergeant-at-arms, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The two candidates for directors receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-elect for the year commencing on the first day of July next following election, and shall assume office as president on the first day of July immediately following that year.

**Section 2 -** The officers and directors, so elected, together with the immediate past president shall constitute the board.

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

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

 **Article 4 Duties of Officers and Terms of Office**

**Section 1 -**  *President*. It shall be the duty of the president to preside at meeting of the club and the board and to perform other duties as ordinarily pertain to the office of president. The president shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.

**Section 2 -** *President-elect.* It shall be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president, to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 3 -** *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 and the president-elect, and to perform other duties as ordinarily pertain to the office of vice-president. The term of the office is one(1) year.

**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 since the start of the July or January semiannual reporting period, report changes in membership; provide 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. It is the responsibility of the secretary to assist the next secretary with the transition to the next Rotary year. The term of office is one (1) year. No Secretary shall serve more than three (3) consecutive years.

**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 of the board, to serve as the liaison between the board and the finance committee and any financial accounting services provider employed 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. It is the responsibility of the treasurer to assist the next treasurer with the transition to the next Rotary year. The term of office is one (1) year. No Treasurer shall serve more than three (3) consecutive terms.

**Section 6 -** *Sergeant-at-Arms.* The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board. The term of office is one (1) year.

**Section 7 -** *Director.* The duties of the director shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board. The term of office is three (3) years.

**Section 8 -** *Immediate Past President*. The duties of the immediate past president shall be to serve as an advisor to the board and to undertake other duties as requested. The term of office is one (1) year.

**Article 5 Meetings**

**Section 1 -** *Annual Meeting.* An annual meeting of this club shall be held on the first Thursday of December in each year, at which time the election of officers and directors to serve for the ensuing **y**ear shall take place. This will allow the secretary time to get the information sent to Rotary International.

**Section 2 - Section 2A** — *General Provisions*. Consistent attendance at this club’s regular weekly meeting is essential for this club to be strong and active. Many members take great pride in maintaining a 100% attendance record in this club or by attending other Rotary club meetings. This club stresses regular attendance because each member represents his or her own business or profession, and thus, the absence of any member deprives this club of the values of its diversified membership and the personal fellowship of each member. Each member should attend this club’s regular weekly meetings and engage in this club’s service projects, other events and activities.

The regular weekly meeting of this club shall be held every Thursday, unless said day falls on a federal holiday, beginning at noon (eastern time) and ending at 1:00 p.m. (eastern time). Due notice of any changes in or canceling of the regular weekly meeting shall be given to all members of this club. Any regular weekly meeting held on another day or at another time shall be a special meeting, unless voted on by the Board of Directors to be designated as a Regular Meeting.

A member, excepting an honorary member or member excused by the Board, shall be counted as present at the regular weekly meeting if the member is present for at least 36 minutes of the regular weekly meeting of this club or another club during the same week, is present and is called away unexpectedly, or makes up for an absence through earning a makeup credit in any of the following ways:

(1) attends a meeting of another club; or is present at the usual time and place of a regular meeting of a club for the purpose of attending such meeting, but that club is not meeting at that time or place; or

(2) participates through www.rotaryeclubone.org in an interactive activity for not less than 30 minutes within fourteen (14) days before or after the missed regular weekly meeting; or

(3) attends a convention of RI, a Rotary district conference or other district meeting; or

(4) attends a special meeting of this club; or

(5) participates in a service project of this club or a club-sponsored community event or meeting authorized by the Board; or

(6) attends a Board or a service committee meeting of this club, which lasts for not less than thirty (30) minutes; or

(7) for not less than thirty (30) minutes, participates in an event or meeting specifically intended to raise awareness of this club or to raise funds for this club or a club-sponsored service project.

Further, a member earns two makeup credits for every 24 hours the member is outside the member’s country of residence and due to the member’s participation in a service project of this club.

A member may use up to 12 makeup credits per fiscal year. A makeup credit will expire 12 months after the date it was earned.

Each member is responsible for informing the Secretary via email at greenfieldsecretary@yahoo.com as to when the member has earned a makeup credit.

**Section 2B** — *Minimum Attendance Requirements*.

1. A member shall be in violation of this club’s Minimum Attendance Requirement if that member fails to attend or make up at least 50 percent of this club’s regular weekly meetings.
2. If a member falls below the Minimum Attendance Requirement, the member will be notified by the Secretary of their failure to maintain their minimum attendance requirement, and from the day of notification, they will have 30 days to bring their attendance above the minimum requirement. Failure to bring their attendance above the 50% requirement will result in a violation of the Minimum Attendance Requirements.
3. Any member who is in violation of the Minimum Attendance Requirements shall be subject to termination of membership and shall be so notified by the Secretary that the member’s non-attendance may be considered a request to terminate membership in this club. Thereafter, following a period of not less than ten (10) days after said notification is given, the Board, by a majority vote, may terminate the member’s membership.

**Section** **2C** — *Board Excused Absences*. A member’s absence shall be excused if 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.

**Section 2D** —*Leave of Absence*. The Board may, for good and sufficient cause, grant a member a leave of absence excusing the member from non-attendance for a specified length of time, not to exceed twelve months. The member shall continue to pay dues during the period. Absences so incurred are reported on attendance reports as excused, and thus, are not counted against the member or this club.

**Section 2E** — *Rule of 85*. Upon request to the Board, a member, who has been a member of one or more clubs for at least 10 years, may be excused from this club’s Minimum Attendance Requirements, providing that the aggregate of the member’s years of age and years of membership in one or more clubs is 85 years or more.

**Section 3 -** One-half 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 once each month as determined by the incoming President. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request for two (2) directors, due notice having been given.

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

 **Article 6 Fees and Dues**

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

**Section 2 -**  The membership dues shall be determined by the board per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

**Article 7 Method of Voting**

The business of this club shall be transacted by *viva voce (vocal assent)* vote. The board may determine that a specific resolution be considered by ballot rather than by *viva voce*.

**Article 8 Five Avenues of Service**

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This club will be active in each of the five Avenues of Service.

**Article 9 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, the 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 hisor her year in office. It is recommended that the chair have previous experience as a member of the committee.

Standing operational committees should include the following: Audit; Bylaws; Finance; Historian; Interact; Membership; Public Relations; Programs; The Rotary Foundation; Scholarships; and Service Projects.

The finance committee shall review various financial or project requests to assist the board in determining financial feasibility as described in article 12, section 7. The committee shallconsist of seven (7) members including the treasurer. The remaining six (6) members shall each serve a three year term. Each year the president shall appoint one member and the treasurer the other.

The scholarships committee will operate within the guidelines of the bylaws for the Greenfield Scholarship Trust Fund and the bylaws for the Rotary Club of Greenfield Education Endowment Fund, both of which funds are held by the Hancock County Community Foundation. No child or grandchild of a Rotary member is eligible to be considered for a scholarship from either fund. The committee will consult with the board to verify the amount of the scholarship awards.

**Article 10 Duties of Committees**

**Section 1 -** The president shall be an *ex officio* member of all committees and, as such, shall have all the privileges thereon.

**Section 2 -**  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 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.

**Section 3 -** 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.

A list andthe 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 reference to appropriate RI materials. The service projects committee will consider vocational service, community service, and international service avenues when developing plans for the year and should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

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 or e-mail request to the board, setting forth good and sufficient cause, **a** leave of absence may be granted excusing the member from attending the meeting of the club for a specific length of time. 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 regular meetings of some other club, the excused member must be reported as absent except that absence authorized under the provisions of the standard Rotary 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 expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

**Section 2 -** The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

**Section 3 -**  All bills shall be paid by the treasurer or other authorized officer only when approved by two other officer or directors.

**Section 4 -** A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5 -** Officers having charge or control of club funds shall give bond as required by the **b**oard 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 two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. 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 board shall determine at the beginning of each Rotary year where the fund raising projects earned monies will be allocated. The finance committee shall review any request for an expenditure more than an amount to be determined by the board annually and shall make a recommendation to the board prior to the board's vote on such request. At the request of the board, and if there will be expenditures exceeding an amount to be determined by the board on an annual basis, prior to each project the project committee shall complete and submit a fundraiser financial summary report to the finance committeefor review. This report requireseach committee chair to identify projected income and expense, and then follow-up with the actual results following the completion of each project. Once reviewed, the finance committee will submit its recommendation to the board.

Section 8 - The board may employ a financial accounting services group to maintain financial records, process billing statements, issue checks, submit periodic federal and state tax returns and perform other accounting services as required.

**Article 13 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 in writing, 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.

**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 approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

**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, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

**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, 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. The vote of the board shall be a two-thirds (2/3) majority vote. 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.

**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 14 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 15 Order of Business**

Meeting called to order.

Pledge of Allegiance

Invocation

Introduction of visitors.

Correspondence, announcements and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Happy Bucks

Address or other program features.

Weekly Drawing

Adjournment.

 **Article 16 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 offered to each member at least seven (7) 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.

(amended bylaws adopted 10.18.2018)