

BYLAWS OF THE ROTARY CLUB OF TERRE HAUTE, INDIANA
ADOPTED SEPTEMBER 9, 2008

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. Year: The twelve-month period that begins on July 1st.

ARTICLE II - BOARD

The governing body of this club shall be the board consisting of six (6) members of this club, namely; the president, vice-president, president-elect, secretary, treasurer, and the immediate past president; plus, twelve (12) directors all elected in accordance with article 3, section 1 of these bylaws.

ARTICLE III - ELECTION OF DIRECTORS AND OFFICERS

Section 1 - The nominations shall be presented by a nominating committee, which nominating committee shall consist of the president-elect, vice-president, two board members appointed by the president, and one club member appointed by the president.

At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations from the nominating committee for president-elect, vice-president, secretary, treasurer, and six (6) directors. Any member nominated for an officer position or membership on the Board of Directors must be a member in good standing as determined by Rotary International's constitution, by-laws, and policies of procedures all as found in the "Manual of Procedure" of Rotary International.

In addition, nominations may be submitted by members from the floor. If the nominations are not closed, nominations may be made at any meeting prior to the annual meeting. 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. If there exists one nomination for a particular position, then such election shall be in voice form.

The candidates for president, vice-president, secretary, and treasurer receiving a plurality of the votes shall be declared elected to their respective offices. The six (6) candidates for director receiving a plurality of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-elect and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on July 1st immediately following that year. The president-nominee shall take the title of president-elect on July 1st in the year prior to taking office as president.

- Section 2 - The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the board shall meet and elect a member of the club to act as sergeant-at-arms.
- Section 3 - The president shall form a three person committee to conduct the election, of which those three committee members shall not be up for election.
- Section 4 - A vacancy in the board or any office shall be filled by action of the remaining board members.
- Section 5 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.
- Section 6 - The term of the regular board member shall be two years commencing July 1st immediately following the annual meeting. No board member may serve more than three consecutive terms.

ARTICLE IV - 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. It shall be the duty of the president-elect to preside at meetings of the club and the board in absence of the president, and to prepare the following year budget in conjunction with the treasurer.
- Section 3 - Vice-president. It shall be the duty of the vice-president to preside at meetings of the club and the board in absence of the president and president-elect, and to perform other duties as ordinarily pertain to the office of vice-president.

- Section 4 - Secretary. It shall be the duty of the secretary to keep membership records; record attendance at meetings and report the same to Rotary International within ten days of month's end; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; preserve and maintain the By-laws; report as required to RI, including the semiannual reports of members on January 1st and July 1st of each year, which shall include per capita dues for all members and prorated dues for active members who have 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. Prepare to turn all documentation over to successor 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 pertains to the office of treasurer. Also, it shall be the duty of the treasurer along with the president-elect to prepare the following year budget. 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.

ARTICLE V - MEETINGS

- Section 1 - Annual Meeting. An annual meeting of this club shall be held not later than December 31st in 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 Tuesday 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 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 fifty percent (50%) of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, 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 on the first Monday 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 VI - FEES AND DUES

Section 1 - The admission fee shall be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 - The membership dues shall be as determined by the board, payable annually on the first day of July with the understanding that a portion of each annual payment shall be applied to each member's calculation to district dues, Rotary International, and to the Terre Haute Rotary Club Foundation.

ARTICLE VII - METHOD OF VOTING

The business of this club shall be transacted by voice vote except the election of officers and directors, which shall be by ballot, unless a nominee for an elected position is unopposed, then such a vote may be by voice.

ARTICLE VIII - 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 IX - COMMITTEES

Club committees are charged with carrying out the annual and long-range goals of the club based on the four 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 Service - This committee should conduct activities associated with the effective operation of the club.
- Community Service - This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- Foundation Development - This committee should develop and implement plans to support The Rotary International Foundation and the Terre Haute 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 X - 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 reference to appropriate RI materials. The community service committee will consider the Avenues of Vocational Service, Community Service, and International Service 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 XI - LEAVE OF ABSENCE

Upon written application to the board, setting for the good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

ARTICLE XII - FINANCES

Section 1 - Prior to the beginning of each fiscal year, the president-elect and treasurer shall prepare and present a budget to the board which shall be an estimation of income and expenses for the upcoming year which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by the board. The budget shall be subject to board approval.

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 charitable/service operation.

Section 3 - All bills shall be paid by the treasurer or other authorized officer.

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 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 July 1st to June 30th, and for the collection of members' dues shall be due July 1st of each club year. The payment by the club to Rotary International for per capita dues and Rotary International Official Magazine subscription shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

ARTICLE XIII - 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 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 approve or disapprove the proposal within thirty (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. 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. In addition, the secretary will report the new member information to RI and the president or appointee will 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 XIV - 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 XV - 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 XVI - MANUAL OF PROCEDURES

The Club adopts the "Manual of Procedures" of Rotary International which contains, among other items, the Rotary International constitution, by-laws, and policies of procedures. If conflict exists between this document and the Manual of Procedures, this document shall supercede.

ARTICLE XVII - 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 electronically mailed or made available 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 Rotary International.

Adopted 2008.