

**Bylaws of the Rotary Club of
Oshkosh**

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 sixteen (16) members of this club, namely, the president, president-elect, secretary, treasurer, and the sergeant-at-arms; nine (9) directors, elected in accordance with article 3, section 1 of these bylaws; the president-nominee, in accordance with article 10, section 3 of the club's constitution; and the immediate past president.

Article 3. Election of Directors and Officers; Nominating Committee

Section 1 – *Slate of Nominees for Directors and Officers.* At a regular meeting one month prior to the annual meeting for election of directors and officers, the presiding officer shall ask the club's nominating committee to present a slate of nominees to the club for president, secretary, treasurer, sergeant-at-arms and three (3) directors, to replace those directors whose terms will expire at the end of the current fiscal year. The consent of each nominee shall have been obtained by the nominating committee prior to placing their names into nomination. At the time of nomination, the nominee for president must be a current or past member of the board.

Section 2 – *Election of Directors and Officers.*

- (a) The nominations duly made shall be voted for at the annual meeting. The election shall be conducted by voice vote, unless there are two (2) or more candidates for a position, in which case the nominations made for the same shall be placed on a ballot in alphabetical order under each position.
- (b) The candidates for president, secretary, treasurer, and sergeant-at-arms receiving a majority of the votes shall be declared elected to their respective offices. The three (3) candidates for director receiving a majority of the votes shall be declared elected as directors.
- (c) In accordance with article 10, section 5 of the club's constitution, the candidate for president elected in such balloting shall be the president-nominee and serve as a director upon election, and shall assume the office of president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year.

Section 2 – Vacancies. A vacancy in the board or board-elect shall be filled by action of the remaining board members.

Section 3 – Nominating Committee. The nominating committee shall be appointed by the president, and shall consist of five (5) club members who are in good standing, three (3) of whom shall be past presidents of the club, including the immediate past president, who shall serve as the chair. In the event that the immediate past president is not available to serve, one of the past presidents shall serve as the chair.

Article 4. Terms of Directors and Officers.

Section 1 - Directors. Directors shall serve for three years, commencing with the July 1st following their election, and may serve up to two (2) consecutive three (3) year terms. A director may be re-elected after serving two (2) consecutive three (3) year terms, providing that such person shall not have been a director for at least one (1) year following the conclusion of the director's second consecutive three (3) year term. The terms of directors shall be staggered so that the terms for roughly one-third of the directors end each year.

Section 2 – Officers other than President. Except for the president, each officer shall take office on the July 1st immediately following election and shall serve for a period of one (1) year, or until a successor has been duly elected and qualified.

Section 3 – President. The president shall be elected, as provided in article 10, section 5 of the club constitution, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon election. The nominee shall take the title of president-elect on the July 1st in the year prior to taking office. The president shall take office on July 1st and shall serve for a period of one (1) year, or until a successor has been duly elected and qualified.

Article 5. 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.

Section 3– 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, 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.

Section 4 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for them 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. 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.

Section 5– 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.

Article 6. Meetings and Attendance.

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the second (2nd) Monday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 –

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(a) *Regular Meetings.*

(i) 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; publication of the change or cancellation in the *Spokes* one (1) week prior to the changed or cancelled meeting shall be considered due notice. Any long-term change in the meeting time or place will be made by decision of the club following recommendation by the board of directors.

(ii) **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.

(b) *Attendance.*

(i.) All members excepting an honorary member (or member excused pursuant to the Oshkosh 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 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 Oshkosh Rotary club constitution, article 9, sections 1 and 2.

(ii.) Members who hold the following positions will be given credit for perfect attendance during the year they hold the position: club president; club president-elect; club president-nominee; club immediate past president; district governor; district governor-elect; district governor nominee, immediate past district governor, and assistant district governor. Other positions will be considered by the Board for perfect attendance under this subsection on a case-by-case basis.

Section 3 – Round Table.

(a) While the club favors member attendance at special meetings held in lieu of the regular weekly meetings, in the week a special meeting is scheduled, a Round Table will also be held, at the time and place of the regular meeting, for the convenience of visiting Rotarians, and members of the Club who are unable to attend the special meeting.

(b.) The secretary or person acting for the secretary shall attend the Round Table meeting to record attendance and greet visiting Rotarians and other guests.

Section 4 – Quorum. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 5 – Board Meetings. Regular meetings of the board shall be held once per month at a time and place set by the President, with the approval of the Board. 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 6– Board Quorum. A majority of the directors shall constitute a quorum of the board.

Section 7 - Roberts’ Rules: Meetings of the Board, club committees, and official action taken at the annual and regular meetings shall be conducted according to Roberts’ Rules of Order.

Article 7. Fees and Dues.

Section 1 – Admission Fee. The admission fee shall be in an amount to be determined annually by the Board, to be paid before the applicant can qualify as a member, except as provided for in the club constitution, article 11.

Section 2 – Dues and Assessments. The membership dues shall be determined from time to time by the board of directors, payable annually on the first day of January, April, July, and October, and shall include RI dues, District fees, subscription to the RI official magazine, special club assessments and cost of meals.

Article 8. Method of Voting.

The business of this club shall be transacted by voice vote unless otherwise specified in these bylaws. The board may determine that a specific motion or resolution be considered by ballot rather than by voice vote.

Article 9. 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 10. Committees.

Section 1 – *Standing and Ad Hoc Committees.*

(a) 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.

(b) 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.

(c) Standing committees should be appointed as follows:

(i) **Membership.** This committee should develop and implement a comprehensive plan for the recruitment and retention of members. Subcommittees under this standing committee may include, but are not limited to, the Red Badge and Fellowship Committees.

(ii.) **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. Subcommittees under this standing committee may include, but are not limited to, the *Spokes* Committee, Website Committee, and the Club Photographer.

(iii) **Club Administration.** This committee should conduct activities associated with the effective operation of the club. Subcommittees under this standing committee may include, but are not limited to, the Nominations Committee, Secretarial Committee, Fundraising Committee, and Program Committee.

(iv) **Community Service Projects.** This committee should develop and implement educational and other service projects and programs that improve the quality of life and address the needs of the local community. Subcommittees under this standing committee may include, but are not limited to, Local Project Committee, Scholarship Committee, PALS Committee, and EAA Committee.

(v) **International Service Projects.** This committee should develop and implement educational, humanitarian and other similar service projects and programs to improve the quality of life and address the needs of people in other countries, and to advance

international understanding and goodwill. Subcommittees under this standing committee may include, but are not limited to, Rotary Youth Exchange Committee, Group Study Exchange Committee, Project Peru Committee and Outreach Africa Committee.

(vi) Vocational Service Projects. This committee should develop and implement projects related to career planning, vocational training, and the promotion of high ethical standards in the workplace. Subcommittees under this standing committee may include, but are not limited to, the Four-Way Test Committee, Student Visitor Committee, and SOAR Committee.

(vii) The Rotary International Foundation. This committee should develop and implement plans to support The Rotary International Foundation through both financial contributions and participation in Foundation programs.

(d) Additional *ad hoc* committees may be appointed as needed.

Section 2 - Oshkosh Rotary Club Endowment Fund Committee. The Oshkosh Rotary Club has established a permanent trust fund at the Oshkosh Area Community Foundation to be used exclusively for charitable purposes, pursuant to the provisions of the Oshkosh Rotary Club Foundation Trust document of July 1, 1969, as amended by resolution on January 19, 1998; December 20, 1999; and May 2, 2003. The Oshkosh Rotary Club Endowment Fund Committee is charged in said trust document with making decisions as to the use and distribution of net income and principal of the fund, according to its terms.

- (a) The committee of the Oshkosh Rotary Club Endowment Fund shall be comprised of the six most recent Past-Presidents of the club who are in good standing as members, plus the current club President.
- (b) The club President shall be added to the committee each year, and the Past-President who has served the longest term on the committee shall be removed.
- (c) The committee shall elect one of its members as chair at the first meeting of the fiscal year.
- (d) The committee shall adopt rules for the performance of its work.
- (e) A report shall be given to the membership by the committee no less than annually.
- (f) The Oshkosh Rotary Club Board shall appoint an Executive Secretary to the Oshkosh Rotary Club Endowment Committee. This person shall be responsible for maintaining all the records of the Endowment Committee, and shall take and retain minutes of all meetings, but shall not have a vote on the committee. The appointment will be for a period of five years.

Section 3 – The president shall be an *ex officio* member of all committees.

Section 4 - 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.

Section 5 – 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 11. 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.

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 12. Leave of Absence.

Section 1 - Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time

Section 2 – A leave of absence will ordinarily not be granted for a period shorter than six (6) weeks, or longer than six (6) months. Upon written request to the board and for good and sufficient cause, a member’s leave may be extended by the board.

Section 3 – During a leave of absence, a member is obligated to continue to pay RI and District fees, but is not obligated to pay for missed meals

Article 13. 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 bank, named by the board.

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

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

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 1 July 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 – Members shall be billed quarterly, with quarters beginning on the first (1st) day of January, April, July and October, for the cost of dues, including RI dues, District fees, subscription to the official RI magazine, meals and special club assessments.

Section 8 – The cost of meals for guests, visiting Rotarians, and others will be as determined from time to time by the board.

Article 14. Payment toward RI Convention and District Conference Expenses.

To encourage attendance at RI Conventions and conferences of various kinds the club may pay a portion of the expenses of attending members as follows:

Section 1 - RI Conventions

(a) For the club president-elect (or, if the president-elect does not attend, an alternate delegate, to be designated at the discretion of the Board): registration fees, hotel, meals, including the President-elects' Luncheon, airfare (coach rate) or mileage (mileage reimbursement will be at the discretion of the Board).

(b) For the club secretary, on an average of once every three (3) years, as approved by the Board: registration fees, hotel, meals, airfare (coach rate) or mileage (mileage reimbursement amount will be at the discretion of the Board). In the event that the club secretary does not attend once during a three-year period, an alternate, to be designated at the discretion of the Board, may be offered the opportunity to do so, for whom the same expenses will be paid.

(c) The club shall follow the requirements established from time to time by RI regarding the club's delegates for purposes of voting at RI Conventions, including the selection of alternate delegates.

Section 2 – District Conferences

(a) For the club president, president-elect, president-nominee, secretary, and any other club member who has a leadership function or program presentation: registration fees, hotel at the semi-private rate, mileage and meals.

(b) For any other club member: meals at a rate to be established by the Board.

Section 3 – District Seminars and Workshops

For any club member: registration fees, mileage and meals at a rate to be established by the

Board.

Article 15. Method of Electing Members.

Section 1 – The name of a prospective member, proposed by an active member of the club or the membership committee, 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 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 – The name of the proposed member shall be published in the *Spokes*. 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 -

(a) Following the election, the president shall arrange for the new member's induction, membership card, Rotary pin 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. The secretary shall issue to the new member a red badge to enable club members to recognize a new member deserving special attention in getting acquainted.

(b) Within no more than a week after the new member's induction, a representative of the Rotary Red Badge Committee shall welcome the newly elected member, and present a list of activities for the new member to complete which will help them to gain knowledge about the purposes of Rotary, and the privileges and responsibilities of membership in the club. A member of the Red Badge Committee will be responsible to assist the new member to

complete the activities mentioned. The classification speech is the final action necessary to exchange the red badge for a regular blue membership badge.

Section 7 – The club may elect, in accordance with the club constitution, honorary members proposed by the board.

Section 8 - To encourage prospective members to attend club meetings, the club will pay for the cost of the prospective member's meal as follows.

(a) Prior to proposal for membership, when the prospective member is attending the club meeting at the invitation of a member who subsequently proposes his or her membership;

(b) After the membership application has been filed with the club secretary, but before induction, the prospective member may attend a meeting as the guest of the club up to three (3) times.

(c) Following induction, which is anticipated will take place before the expiration of the three (3) weeks described in the preceding section, the new member shall be responsible for the cost of his or her meals.

Article 16. Memorial Gifts.

Section 1 - The Oshkosh Rotary Club shall make a monetary gift to the Oshkosh Rotary Club Endowment Fund in memory of any of the following: president or past-president of the club; member of the club; spouses or children of club members.

Section 2 - The amount of the memorial gifts shall be as determined from time to time by the board.

Article 17. Resolutions and Motions.

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 18. 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 printed in the *Spokes* 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.

These bylaws were adopted by the Oshkosh Rotary Club on September 14, 2009.

_____/s/ Larry Schultz_____

President

_____/s/ Sherry Lynch_____

Secretary