

**Bylaws of the Rotary Club of Wausau
Revisions Adopted June 3, 2013**

Article 1 Definitions

1. Board: The Board of Directors of the Rotary Club of Wausau.
2. Club: The Rotary Club of Wausau.
3. Member: A member, other than an honorary member, of the Rotary Club of Wausau.
4. RI: Rotary International
5. Year: The twelve-month period of the fiscal year -- July 1 to June 30, coinciding with the Rotary International (RI) fiscal year.

Article 2 Board

Section 1 – Composition: The governing body of the Rotary Club of Wausau shall be the Board of Directors consisting of 15 members of this club: 9 directors and the president, president-elect, immediate past president, secretary, treasurer, and sergeant-at-arms as officers, elected in accordance with Article 3 of these bylaws. The officers have the same rights and privileges as the elected directors of the board.

Section 2 – Role: The Board shall have general control over all business of the Club. It will establish the long-range strategic goals of the Club and the annual service and fellowship activities that will be undertaken. The president shall report on the state of the Club and the status of its strategic goals and service and fellowship objectives to the membership at the Annual Meeting.

Section 3 – Term:

- a) *Officers:* Each elected officer shall serve for a term of one (1) year or until his/her successor is duly elected and installed. Individuals shall not serve more than three (3) consecutive terms in a respective office; they may be re-elected or reappointed to that office after a period of one (1) year.
- b) *Directors:* Each director shall serve for a term of three (3) years or until his or her successor is duly elected and installed. The 9 directors will be divided into three classes of three directors each, with only one class (e.g. 3 directors) elected annually. Individuals cannot serve in the capacity of a director for more than 5 consecutive years; they may be reappointed or re-elected to this role after a period of one (1) year.

Article 3 Election of Directors and Officers

Section 1 - Presentation of Proposed Slate of Candidates to the Board: The nominating committee will meet and develop a recommended slate of candidates for the three director positions, and for the president-elect, treasurer, secretary, and sergeant-at-arms. This proposed slate will be presented to the Board for approval at or before the November board meeting.

Section 2 - Presentation of Candidate Slate to the Membership: After the slate of nominations has been approved by the Board, the nominating committee chair will present the

slate to the membership during a regular meeting of the Club, in advance of the Club's annual meeting. At that time, the chair will ask the membership for any additional nominations. Nominations will then be closed upon a motion duly made, seconded, and approved, a quorum being present.

Section 3 – Election: The formal election of the directors and officers will occur at the Club's annual meeting in December. If a quorum is not present, the election will occur at the next regular membership meeting where a quorum is present.

Section 4 – Filling of Vacancies: Vacancies in an officer or director position, or officer- or director-elect position, shall be filled by action of the board upon the recommendation of the nominating committee. Persons appointed to fill a board vacancy will hold office for the duration of the unexpired term of his or her predecessor in that office.

Article 4 Duties of Officers, Directors, and Members

Section 1 – President: The president presides at meetings of the Club and the Board and performs other duties as ordinarily pertain to the office of president, including ensuring the continuity of leadership and succession planning. The president, with the treasurer, controls the Club's operating funds and accounts.

Section 2 - Immediate Past President: The immediate past president chairs the nominating committee, presides at meetings of the Club and/or Board in the absences of the president and president-elect, and works with the president and president-elect to ensure continuity of leadership and succession planning.

Section 3 - President-elect: The president-elect presides at meetings of the Club and the Board in the absence of the president, works with the president and immediate-past president to ensure continuity of leadership and succession planning, and performs other duties as may be prescribed by the president or the Board.

Section 4 – Secretary: The secretary maintains all Board meeting minutes and membership and attendance records through the RI database, provides notices of meetings and important information to the Club membership, provides reports to RI as required in conjunction with the treasurer, and performs other duties as may be prescribed by the president or the Board.

Section 5 – Treasurer: The treasurer accounts for club funds, reports to the Board monthly and to the Club at the annual meeting, invoices and collects Club dues, and performs other duties as prescribed by the president and the Board. The treasurer, with the president, controls the operating funds and accounts of the Club, and will track all donor-advised funds held in trust at the Community Foundation of North Central Wisconsin. In conjunction with the secretary, the treasurer will provide reports to RI as required.

Section 6 - Sergeant-at-Arms: The sergeant-at-arms helps to maintain an orderly, dignified, and effective meeting environment and encourages fellowship among the members. The specific duties of the sergeant-at-arms include:

- Assuring that the physical and logistical preparations for the meeting and meal are completed in advance of the scheduled meeting commencement. Such preparations include room and registration set up, raffle ticket sales, audio-visual equipment set up and testing, and the welcoming of the day's invocator and program speaker.
- Unobtrusively guiding the conduct of members and guests at the meeting.

- Encouraging fellowship among members and guests through the solicitation of Happy, Sad, or Fess-up dollar contributions and/or similar activities.
- Assisting the treasurer with the collection of contributions at the meeting's conclusion.

Section 7 – Director: Directors will attend Board meetings, will serve on one or more standing committees of the Board, and may serve as chair of one or more standing committees and/or leader of one or more Avenues of Service as designated by the president-elect, in consultation with the president and nominating committee.

Section 8 – All members: Each member will accept the principles of Rotary as expressed in its object, and will submit to and agree to be bound by the constitution, bylaws, and Statement of Principles of this Club. The Statement of Principles of the Rotary Club of Wausau are:

- Supports our youth as a key interest.
- Values Rotary friendship and fellowship.
- Recognizes "service" as a verb, not a motto.
- Believes in giving back to our community and our world.
- Celebrates each Rotarian's differing interest and time commitment to participate in club activities.
- Promotes the application of the Rotarian's 4-Way Test:
 - öOf the things we think, say, or do
 1. Is it the TRUTH?
 2. Is it FAIR to all concerned?
 3. Will it build GOODWILL and BETTER FRIENDSHIPS?
 4. Will it be BENEFICIAL to all concerned?ö
- Encourages an annual opportunity to:
 - a) Participate in fundraising efforts, or
 - b) Volunteer for our community projects and activities, or
 - c) Financially support the Rotary Club of Wausau via a personal check.
- Members should attend the regular meetings of the Club.

Article 5 Meetings

Section 1 – Regular (weekly) Meetings: The Rotary Club of Wausau will regularly meet each Monday at noon (12:00 pm) at a designated venue. Due notice of any changes in or cancellation of the regular meeting will be given to all members by the club secretary or president no less than 3 days prior to the affected meeting.

Section 2 – Club Assembly: The president or Board may designate selected regular meetings as Club Assemblies, for the purpose of addressing specific items of club business. Such meetings will be closed to non-members (e.g. members are not to invite guests). Selected individuals may be invited to attend and participate in such meetings at the discretion of the Board.

Section 3 -Annual Meeting: A club meeting in December of each year shall be designated the Annual Meeting of the Club. The business of the Annual Meeting shall include the election of the directors and officers of the Club whose term will commence on the following July 1.

Section 4 – Quorum: The presence of one-third of the members shall constitute a quorum at the regular and annual meetings of the Club. The presence of eight (8) directors or officers shall constitute a quorum for meetings of the Board of Directors.

Section 5 – Board Meetings: The Board of Directors will regularly meet on the second Monday of each month, prior to the club's regular meeting. Changes or additions to this schedule can be made at the discretion of the president with reasonable advance notice being provided to members of the Board and the general membership. Any club member may attend and participate in the regular meetings of the Board without vote. The Board may conduct business via email or other electronic communication under special circumstances if at least 8 members of the Board participate in the action. All decisions of the Board shall be preceded by proper discourse and should be reflective of the majority of board members voting on the matter. The president will provide a timely summary of items discussed and actions taken by the Board to the general membership.

Article 6 Fees and Dues

Section 1 – Initiation fee: New members shall pay a one-time initiation fee as they join the club, the amount to be determined by the Board.

Section 2 – Dues for Active Members: Membership dues and meal costs shall be determined annually by the Board, in counsel with the treasurer, as part of the regular budgeting process. Members will be assessed these dues and meal costs in quarterly increments payable on the first day of July, October, January, and April. The Board may, at its discretion, reduce dues and/or meal costs assessed to selected members who meet certain criteria. Such criteria may include service longevity as defined by the aggregation of member age and years of service or new member promotions that reflect a member's age or time in their profession or vocation.

Section 3 – Dues for Honorary Members: Honorary members shall be exempt from the payment of admission fees and quarterly assessments.

Section 4– Timely payment of dues and fees: All members are expected to pay dues and fees in a timely manner. Non-payment of dues may result in termination of membership as described in Article 12, Section 3 of this Club's Constitution.

Article 7 Method of Voting

Section 1 – General Business: The business of the Club will be generally conducted by the Board of Directors. Decisions of the Board require the presence of a quorum and they shall be made by voice vote and be reflective of the majority of directors and officers taking part in the decision.

Section 2 – Actions Requiring Approval of the Membership: Certain actions of the Club require that at least two-thirds of the members in attendance at a regular or annual meeting of the Club, a quorum being present, voice support for the proposed action, with notice of the proposed

action having been duly provided to members at least 5 days in advance of the meeting. These actions include:

- a) Fund-raising activities.
- b) Service projects.
- c) Changes to the Club's bylaws.
- d) Changes to the Club's Statement of Principles.
- e) Changes to Articles 2 or 3 of the Club's Constitution.

Section 3 ó Election of Directors and Officers: The officers and directors of the Club will be elected as described in Article 3 above and be those individuals that are supported by the (simple) majority of members present at the meeting designated for this purpose, a quorum being present.

Article 8 Avenues of Service

Section 1 - The Object of Rotary: The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- **FIRST.** The development of acquaintance as an opportunity for service;
- **SECOND.** High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- **THIRD.** The application of the ideal of service in each Rotarian's personal, business, and community life;
- **FOURTH.** The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Section 2 – Avenues of Service: In keeping with the object of Rotary, the Rotary Club of Wausau observes and uses Avenues of Service as the philosophical and practical framework for its work. The Avenues of Service are:

1. **Club Service:** Focuses on strengthening fellowship and ensuring the effective functioning of the club.
2. **Vocational Service:** Encourages Rotarians to serve others through their vocations and to practice high ethical standards.
3. **Community Service:** Covers the projects and activities the club undertakes to improve life in its community.
4. **International Service:** Encompasses actions taken to expand Rotary's humanitarian reach around the globe and to promote world understanding and peace.
5. **New Generations:** Recognizes the positive change implemented by youth and young adults through leadership development.

Section 3 – Accountability: The Club's officers and directors, through the Club's committee structure, will be accountable for annually developing and implementing a set of goals, objectives, and action plans for each Avenue of Service. Each designated Avenue of Service leader, in collaboration with the chairs of the appropriate standing committee and the officers of the Club, will assist with the development of annual goals, objectives, metrics and action plans

for approval by the Board. Status reports will be provided monthly to the Board and to the membership at the annual meeting.

Article 9 Committees

Section 1—Purpose: The Club's committees are charged with carrying out the annual and long-range strategic, service and fellowship goals of the Club. Each committee will transact its businesses 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, committees shall not execute recommendations until duly authorized by action of the Board.

Section 2 – Leadership: The president-elect, president, and immediate past-president should work together to ensure continuity of committee leadership and succession planning. The president-elect, in counsel with the president and immediate past-president, and, as applicable, Avenue of Service leader(s), will appoint committee chairs and conduct planning meetings with each prior to the start of the succeeding fiscal year. In the event of a vacancy of a committee chair, the president-elect will be responsible for appointing a replacement. It is recommended that committee chairs have previous experience as a member of that committee.

The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

Avenue of Service leaders shall be *ex officio* members of the standing committee that has oversight for that particular avenue.

Section 3 --Standing Committees: The standing committees of the club will be: Nominating, Membership, Public image, Administration, Service projects, and RI Foundation and District and International Affairs.

Each standing committee has the authority to delegate portions of its scope of activities to subcommittees or individuals to assist in the accomplishment of its goals and objectives, and to increase fellowship among club members.

Each standing committee chair shall be responsible for regular meetings and activities of their committee, shall supervise and coordinate the work of their committee and related subcommittees, and shall report all committee activities to the Board as appropriate.

Section 4– Ad hoc committees: Other committees may be created by the president and board to support the effective operation of the Club and its service and fellowship activities. Status reports on committee activity will be regularly provided to the Board.

Section 5 – Appointment of members: Committee chairs will be responsible for appointing committee members, reporting the progress of their committee to the Board, and for providing reports and meeting attendance to the club secretary for posting and record keeping.

Article 10 Duties of Committees

Section 1 - Establishment of Duties: Each committee will have a specific scope of work, clearly defined goals, and action plans established at the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect, working in concert with the designated chairs of the standing committees and the designated leader of each avenue of service, to provide the necessary leadership to prepare a recommendation to the Board for club committee work scope, goals and plans for approval in advance of the commencement of the year as noted above.

Section 2 – Standing Committees: Standing committees should have the following responsibilities and accountabilities:

- **Nominating:** This committee should annually develop a recommended slate of director and officer candidates for the club's Board of Directors, and serve as counsel to the president and president-elect in matters concerning continuity of leadership and succession planning. The nominating committee will be chaired by the immediate past president and include all past-presidents in good standing.
- **Membership:** This committee should develop and implement a comprehensive plan for the recruitment and retention of members and will conduct activities that fulfill the New Generations Avenue of Service. It will be responsible for the development and execution of materials and programs that will effectively and efficiently orient and assimilate new members into the Club.
- **Public Image:** This committee should develop and implement plans that will provide the public with information about Rotary International, the Rotary Club of Wausau, and the Club's service projects and related activities. It will assist with the promotion of Club fund-raising activities.
- **Administration:** This committee should conduct activities associated with the effective operation of the Club and which address the Club Service and Vocational Service Avenues of Service.
- **Service Projects:** This committee should conduct activities that relate to the Community Service and International Service Avenue of Service categories including the identification of appropriate projects for direct or indirect support of the club, and related fund-raising activities.
- **RI Foundation and District and International Affairs:** This committee should conduct activities that support the RI Foundation, Rotary District 6220, and Rotary International through both financial contributions and program participation. It will serve as the Club's liaison with District 6220 and Rotary International.

Section 3 – Ad hoc committees: Ad hoc committees will serve the scope of work, goals, and objectives established by the president and/or Board at the time the committee is established.

Article 11 Leave of Absence

Upon written notice 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 no longer than twelve (12) months.

Article 12 Finances

Section 1 – Fiscal Year: The club fiscal year is July 1 through June 30.

Section 2 -- Budget: Prior to the beginning of each fiscal year, the treasurer will prepare a draft budget of estimated income and expenditures for the coming fiscal year. No later than its June meeting, the board will review, discuss and approve the budget for the coming year. The approved budget shall represent the limit of expenditures for each designated purpose, unless otherwise ordered by action of the board.

Section 3 - Deposits: The treasurer will make all banking and foundation deposits in a financial institution designated by the board in a timely manner.

Section 4 - Bill Payment: All bills will be paid by the treasurer or president, both with checking account access.

Section 5 - Auditing: All financial transactions will be reviewed by a non-member CPA each year.

Section 6 ó Security Bond: Those persons having charge or control of club funds shall give bond for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 7 – Financial Statements: The budget and all transactional statements will be developed and aligned with the club's fiscal year.

Article 13 Method of Electing Members

Section 1 – Nomination (Membership proposal): The name and credentials of a prospective member, proposed by a member in good standing of the Club, shall be submitted to the Board in writing, through the membership committee chair. A transferring or former member of another rotary club may be proposed to active membership in this club by the former club or through the process described above.

Section 2 – Board Consideration: The Board shall review the membership proposal and take action on the proposal within 30 days of its submission. If the nominee meets all the classification and membership requirements of the Club constitution, the Board will preliminarily approve the nomination, pending feedback from the general membership of the Club. If the nominee does not satisfy the classification and membership requirements of the Club, the nomination will be disapproved. The Board's decision will be communicated to the proposer, through the membership committee chair.

Nominees that have been preliminarily approved by the Board shall be informed by the proposer, with the assistance of the membership committee chair, of the purposes of Rotary, the privileges and responsibilities of membership, and asked for the approval to share his or her name as a prospective member with the general membership of the Club.

Section 3 – Consideration by the General Membership/Final Board Action: The name(s) of (a) nominee(s) that has(ve) been preliminarily approved by the Board and who has(ve) so authorized will be presented to the general membership of the Club at a regular meeting as (a) prospective member(s). Members will then have up to seven (7) days to object to a proposed member by submitting the reasons for their objection to the Board in writing. If no objection is received, the nominee, upon payment of the admission fee as prescribed in these bylaws, shall be considered to be elected to membership without further action by the Board. If any objection has been filed with the Board, it shall take final action to approve or reject the nomination at its next meeting. If the Board approves the nomination despite the objection, the nominee, upon payment of the admission fee, shall be considered to be elected to membership. The prospective member will be informed of the outcome of this process by the chair of the membership committee.

Section 4 -- New Member Assimilation: Once the election is official, the Club secretary, working in conjunction with the chair of the membership committee, shall arrange for the new member's formal induction into this Club at a Club meeting. The Club secretary will also arrange for the activation of his or her membership with Rotary International, including the provision of a rotary membership card, lapel pin, and name badge, and shall post the new member's contact information to the member's only section of the Club's website. The chair of the membership committee will see that the new member is provided with the Club's new member information and orientation materials. These will include at a minimum: the Club's constitution, bylaws, current roster, and contact information for its officers, directors, and committee chairs. The proposer of the new member, working in concert with the membership committee and the Avenue of Service leaders, will assume responsibility for assisting with the assimilation of the new member into the activities of the club.

Section 5 – Provisional status of new members: New members to the club will be granted provisional membership to the Club as symbolized by a red badge. The new member will be awarded full regular membership as symbolized by a blue badge upon completion of the following:

- Presents a thumbnail biography to the membership at induction
- Attends the Club's new member orientation program
- Attends a regular meeting of another Rotary Club
- Attends a Rotary Club of Wausau Board meeting
- Participates in a Club service or fund-raising project and/or becomes an active member of a Club committee (or subcommittee).

Transferring or former Rotarians will be conferred full regular membership status upon election to this Club.

Section 6 – Honorary Membership: The board may elect selected individuals who represent the ideals of Rotary and meet other criteria as defined in the Club's Constitution to honorary membership in this Club.

Section 7 – Duration of Membership: Membership shall continue during the duration of this Club until terminated voluntarily or as described in Article 12 of the Club's Constitution.

Article 14 – Resolutions: Any resolution or motion to commit the club on any matter must be first considered by the Board. Any resolution or motions brought forth at a Club meeting will be referred to the Board without further discussion.

Article 15 – Order of Business: The agenda of the Club's regular meeting should include at least the following elements: call to order, invocation, singing of the national anthem, welcome of guests, announcements and reports of board actions, member fellowship activities, a program, recitation of the Rotary 4-way Test, and adjournment.

Article 16 – Amendments: These bylaws may be amended at any regular meeting of the Club, a quorum being present, by affirmative action of at least two-thirds of the members present. Notice of a proposed amendment must be provided to all members and/made available on the Club's website at least ten (10) days before the vote. Amendments or additions to these bylaws must be consistent with the RI constitution, bylaws and standards.

Adopted by the membership, June 3, 2013