



## Rotary Club of Wausau

### Bylaws

#### Article 1 Definitions

1. Board: The Board of Directors of the Rotary Club of Wausau.
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 16 members of this club, namely, 9 directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, sergeant-at-arms and two vice-presidents (Rotary Youth Exchange chair and the immediate past president), as officers. The officers have the same rights and privileges as a director of this board.

#### 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 the number of directors representing expired and/or vacant terms. The nominations may be presented by a nominating committee and/or by members from the floor. 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(s), secretary, treasurer and sergeant-at-arms receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee 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 the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the election of a successor.

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

**Section 3** – A board and/or office vacancy shall be filled by action of the nominating committee.

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

**Section 5** – Nominating committee shall consist of all past-president members in good standing, chaired by the immediate past president.

## **Article 4 Duties of Officers**

**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.

**Section 2 – *President-elect.*** The president-elect serves as a director, presides at meetings of the club and the board in the absence of the president and performs other duties as may be prescribed by the president or the board.

**Section 3 – *Secretary.*** The secretary serves as a director, presides at meetings of the club and the board in the absence of the president and president-elect, performs other duties as may be prescribed by the president or the board, chairs the membership committee and assumes the position of president-elect upon board nomination.

**Section 4 – *Treasurer.*** The treasurer is to account for club funds, report to the board monthly and 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.

**Section 5 – *Sergeant-at-Arms.*** The sergeant-at-arms assists the president in conducting orderly and effective weekly meetings.

**Section 6 – *Vice-President-Rotary Youth Exchange chair.*** The RYE chair coordinates the efforts of the other RYE officers to provide young people from the Wausau area to another country (i.e. Outbound) and/or from another country to the Wausau area (i.e. Inbound) the opportunity to live and study in a Rotary Clubs community.

**Section 7 - *Vice President - Immediate Past President.*** The immediate past president chairs the nominating committee, works with the president and president-elect to ensure continuity of leadership and succession planning.

**Section 8 – *Executive Secretary.*** The executive secretary is not an officer or member of the board and is employed by this club to assist its members, board and officers with the many administrative duties to carry on the usual business of the club. The executive secretary is to have custody of all funds, assist the board with the accounting of club funds, 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; 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 and treasurer. Upon leaving office, the executive secretary shall turn over to the incoming executive secretary or to the president all funds, books of accounts, or any other club property.



## Article 5 Meetings

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held on the second (2<sup>nd</sup>) club meeting 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 –** The regular weekly meetings of this club shall be held on Monday at 12:00 p.m. 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 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 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 standard Rotary 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 –** Monthly meetings of the board shall be held at the discretion of the current president. 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. Electronic (internet/webcast/email) communication made available to all board members at the direction of the president may be considered a special meeting. Any issues requiring a vote shall be given due time for "discussion" among all members and each members vote to be seen/heard by the other board members. At the following monthly board meeting the president states the issue brought forth and any action taken, for the record.

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

## Article 6 Fees and Dues

**Section 1 –** The admission fee shall be \$50 to be paid before the applicant can qualify as a member.

**Section 2 –** The membership dues shall be \$ 162 per quarter, payable on the first day of July, October, January and April, with the understanding that a portion of each payment shall be applied to each member's subscription to the RI official magazine.

**Section 3 –** Dues not paid within 60 days requires the club secretary to send notice to delinquent member whose due shall be paid within 30 days or membership automatically withdrawn.

## Article 7 Method of Voting

The business of this club shall be transacted by *viva voce*\* vote with the exception of fundraising and/or community service projects which may require the majority of the members' participation. Those fundraising and community services activities shall be voted on by ballot, requiring 2/3 of those ballots to be in the affirmative. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

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*(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)*



## 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

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 Administration**

This committee should conduct activities associated with the effective operation of the club.

- **Service Projects**

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

- **The Rotary Foundation**

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be an ex officio 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.

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*(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in The Club Committee Manual. A club may develop a different committee structure as needed.)*



## **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 reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues 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 11 Leave of Absence**

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 3 months. More than 2 successive requests will be taken under advisement by the board.

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*(Note: 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 must be recorded as absent except that absence authorized under the provisions of article 8, sections 3 and 4 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 of 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 executive secretary or other authorized officer only when approved by the board.

**Section 4** – A thorough review of all financial transactions by a non-member CPA shall be made once each year.

**Section 5** – Those persons 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, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from July 1 to September 30, October 1 to December 31, and from January 1 to June 30. 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.



## **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 membership chair. 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 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 secretary 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** – A newly elected member shall be granted a red name badge (red badge) and is awarded a regular membership blue badge upon completion of the following 5 accomplishments:

- 1-Attends this clubs new member induction session
- 2-Attends another clubs regularly scheduled meeting.
- 3-Attends a Rotary Club of Wausau Board meeting
- 4-Participates in an activity with the current Rotary Youth exchange student
- 5-Volunteers and/or accepts a committee position.

**Section 8** - 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**

Invocation  
Meeting called to order.  
National Anthem and The 4-Way Test recited.  
Welcoming of guests.  
Correspondence, announcements and Rotary information.  
Board action if any.  
Committee reports if any.  
Any unfinished/new business.  
Program presentation/Q&A.  
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 mailed and/or electronically available via club website 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 RI.

End

Approved by the board: September 12, 2005

Approved by the membership:

