

Bylaws of the Rotary Club of Medford

Amendments Adopted 5/24/11 by the Membership

Amendments Adopted 4/9/13 by the Membership

Amendments Adopted 10/22/13 by the Membership

Amendments Adopted 9/6/16 by the Membership.

Amendments Adopted 6/13/23 by the Membership.

ARTICLE 1 - DEFINITIONS

Board: The Board of Directors of this club.

Director: A member of this club's Board of Directors.

Member: A member, other than an honorary member, of this club.

RI: Rotary International.

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

ARTICLE 2 - BOARD OF DIRECTORS

The governing body of this club shall be the board of directors consisting of fourteen voting members of this club, namely, the president, immediate past president, president-elect, vice-president, secretary, treasurer and directors as elected in accordance with Article 3, Section 1 of these bylaws. Each elected director shall be elected for a term of two years; four will be elected each year. The board will select a secretary and treasurer, who, at the discretion of the board may be elected by them from the membership of the club. The board may also select a sergeant-at-arms (as an ex-officio member) either from the board membership or from the membership of the club. The President of the Medford Rotary Foundation board (or the President's designee) shall also serve as an ex-officio member of the club board of directors.

ARTICLE 3 - ELECTION OF DIRECTORS AND OFFICERS

Section 1 — At least one month prior to the annual meeting the presiding officer shall appoint a nominating committee consisting of the club's officers and the three immediate past presidents still active in this club. The president will serve as chairperson of the nominating committee. The nominating committee shall present at the club's regular weekly meeting held two weeks prior to the annual meeting one nominee for the office of vice-president, four nominees for the club board of directors and three nominees for the Medford Rotary Foundation board of directors. The person holding the office of vice-president at the time of the annual meeting shall automatically be nominated for the office of president-elect. At least one week prior to the annual meeting the nominations shall be printed in the club bulletin or mailed to all members of the club.

At the regular weekly meeting one week prior to the annual meeting the presiding officer shall open nominations from the floor for said president-elect, vice-president, and director positions. The club members shall be given at such meeting an opportunity to make additional nominations. Thereupon the nominations shall be closed.

At the annual meeting of the club, members shall vote on the entire slate of nominees and elect a president-elect, a vice-president, four members of the club board of directors and three members of the Medford Rotary Foundation board of directors. The election shall be held during the first part of the annual meeting and shall be completed at such annual meeting. If there are more nominees for any given position than the number of available slots to be filled, paper ballots shall be prepared in advance and distributed at the beginning of the annual meeting. The vote shall thereupon be counted immediately by a committee of seven appointed by the presiding officer. The candidates for president-elect and vice-president receiving a majority of the votes shall be declared elected to their respective offices. If there are more than two such nominees for either office and none receives such a majority, the two nominees receiving the highest number

of votes cast shall be immediately (same meeting) voted upon again and the nominee receiving the majority of votes cast shall be elected. The directors will be elected by plurality, i.e. the largest number of votes cast. The directors and vice-president so elected will take office of the first day of the 7th month following the election. The candidate for vice-president elected in such balloting shall be the vice-president beginning July 1st following the election.

Section 2 — A vacancy in the board or any office shall be filled by action of the remaining directors.

ARTICLE 4 – 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 — *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 — *President-elect*. It shall be the duty of the president-elect to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of president-elect.

Section 4 — *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and president-elect and to perform such other duties as ordinarily pertain to the office of vice-president.

Section 5 — *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 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.

Section 6 — *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. 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 in control of the Treasurer.

Section 7 — *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall be such as are usually prescribed for this office and other duties as may be prescribed by the president or the board.

ARTICLE 5 - MEETINGS

Section 1 — *Annual Meeting*. An annual meeting of this club shall be held on a date set by the board of directors in December of each year at which time the election of officers and directors to serve for the ensuing Rotary year shall take place.

Section 2 — *Weekly Meetings*. The regular weekly meetings of this club shall be held on Tuesdays at 12:10 pm. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3 — *Quorum*. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 — *Board Meetings*. Regular meetings of the board shall be held each month on the day agreed by the board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 5 — *Quorum*. A majority of the board members shall constitute a quorum of the board.

ARTICLE 6 – FEES AND DUES

Section 1 — *Admission Fee*. The board of directors, at its discretion, may set an admission fee to be paid before the applicant can qualify as a member.

Section 2 — *Dues*. The board of directors will establish the annual dues for the club. Any dues increase must be ratified by a majority vote of members attending the annual meeting or a regular scheduled meeting of the club, provided that at such meeting there is a quorum as defined in Article 5, Section 3. At least two week's advance notice of the vote on the dues increase shall be given by oral announcement at an annual or regularly scheduled meeting and by publication in the club bulletin. The board of directors, at its discretion, may establish more than one category of dues, based upon a member's age and/or years of membership in the club. The dues of each category shall include the costs of per capita dues to RI, District 5110, and the cost of the annual subscription to THE ROTARIAN magazine published by RI.

ARTICLE 7 – METHOD OF VOTING

The business of this club shall be transacted by *viva voce* vote except as otherwise stated in these bylaws. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

ARTICLE 8 – AVENUES OF SERVICE

The 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 Youth Service. This club will be active in each of the Avenues of Service.

ARTICLE 9 – COMMITTEES

Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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 continuity. 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.
- **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.

- **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.

- The president shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.
- 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.
- 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 10 – DUTIES OF COMMITTEES

The duties of all committees shall be established and reviewed by the president for his or her Rotary year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of 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 11 – LEAVE OF ABSENCE

Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for no longer than twelve (12) months. Payment of dues shall be kept current during the leave period.

ARTICLE 12 – FINANCES

Section 1 — Prior to the beginning of each fiscal year, the board shall prepare (or cause to be prepared) a budget of estimated income and expenditures for the year, which having been agreed upon by the board shall stand as the limit of expenditures for these respective purposes, unless otherwise ordered by action of the board.

Section 2 — The treasurer shall deposit all club funds in such bank, or banks, as directed by the board.

Section 3 — All bills shall be paid by check signed by two of the following: the treasurer, secretary, president-elect and/or president. A thorough review by the board or other qualified person(s) shall be made once each year of all clubs' financial transactions. The board may at any time request an audit or review by a certified public accountant

Section 4 — Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club. The cost of the bond will be borne by the club.

Section 5 — The fiscal year of this club shall extend from July 1st to June 30th. The payment of per capita dues and RI official magazine subscriptions 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 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, on the approved membership proposal forms through the club Secretary. All regular members (including former members and transferring members from another club) may be proposed to active membership, subject to compliance with guidelines set forth in the Medford Rotary Club Constitution.

Section 2 — The Secretary will promptly advise the Classification and Membership Committees of the details of the existing application.

Section 3 — The Classification committee will review the application and propose a classification for the proposed new member. The Membership committee will review the application to ensure the proposed new member meets all membership requirements and vote to accept or reject the application. Both committees will promptly report their decisions back to the Secretary.

Section 4 — If the decision of the Membership committee is favorable, the Secretary will forward the application to the Board for a vote to accept or reject the application.

Section 5 — If the decision of the Board is favorable, the Secretary will direct that the proposed member's name be published in two successive club bulletins. If no written objection to the proposed applicant, stating reasons, is received by the Board from any member (other than honorary) of the club within ten (10) days following the first publication of information about the prospective member in the club bulletin, that person, upon payment of the required fees, 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 required fees, shall be considered to be elected to membership.

Section 6 — Immediately following the proposed member's first publication in the club bulletin, the Secretary will direct the New Member Orientation committee to schedule an orientation meeting. Upon completion of the published notices, orientation meeting and submission of the required fees, the Secretary will coordinate with the President, sponsor and proposed new member to schedule a formal induction date.

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

Section 8 - In addition to the Active and Honorary kinds of membership allowed in Article 8 of the Club Constitution, a new class of Associate memberships is created. An Associate member is defined as an individual who is interested in full participation in the work of our club and otherwise qualifies below. Associate members are exempt from paying RI and District 5110 dues, have no vote in Rotary matters, are not eligible to hold any club office, and are not

included in the club's membership numbers in the RI database. They are given the same badge as Active members.

Associate Memberships

Family Associate: immediate family member (e.g., Spouse, Partner, Adult aged Child) of an existing Active member in good standing.

Business Associate: a 2nd or 3rd employee working in the same company or non-profit organization as an existing Active member in good standing.

Business Memberships

In addition to Active, Honorary and Associate memberships, a new class of Business memberships is created. A Business membership is defined as a private or nonprofit organization interested in supporting club activities on a larger scale that includes promotional consideration each year. Such membership includes the following benefits:

- a. Recognition in all Club public events. To include Placement of the company's banner (banner must be provided) at any Rotary event that sponsor banners are displayed and/or business card size ad on any Rotary event where sponsor ads are sold.
- b. Recognition on the Club web site.
- c. One full Active membership and
- d. Two Associate memberships.

Any clarification needed in these definitions shall be decided by the Board of Directors. At least one member of the Associate and Business Sponsor groups must maintain full Active membership. Effective July 1, 2023

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

The order of business will be arranged at the discretion of the presiding officer. The club president's manual may be used for guidance if desired.

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 given 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 Medford Rotary Club Constitution and with the constitution and bylaws of RI. Any revisions, changes, or amendments to the

bylaws voted affirmatively by the club membership will take effect on the date of such voting unless an alternative effective date is included in the matter voted upon.

ARTICLE 17 – NOTICES

All written notices required by these bylaws shall be deemed to have been given if delivered personally, sent by facsimile, sent by electronic mail, mailed by US Mail, or delivered by an overnight delivery service to the members at their fax number, e-mail address, home address listed in the current club roster, or on file in the club's records. It is the member's responsibility to maintain the appropriate monitoring or forwarding of their club issued e-mail address (e.g. rotarymedford.org).

Attested to, June 13th, 2023, after a duly called vote of the membership.

Ray Kistler
President

Eddie Wallace
Secretary