

Rotary

Club of Minnesota Veterans Bylaws



of The Rotary Club of Minnesota Veterans (RCMV)

Rotary ID number: 90466

Article I Definitions

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

Board: The Board of Directors of this club.

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

Officer: President, Vice-President/President-Elect, Secretary, Treasurer, and immediate Past President/RCMV Foundation Liaison.

RI: Rotary International.

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

District: Rotary District 5950

Quorum: The minimum number of participants who must be present when a vote is taken: one-fourth of the club's members for club decisions and a majority of the directors for club Board decisions.

Committee: A logical area of service required by the Club to conduct club operations and to otherwise remain consistent with the structure, goals, and objectives of Rotary International.

Committee Chair: A club Member elected to manage a Committee. Committee Chairs shall be positions approved by a majority vote of the Officers. Typical committees consist of Service Projects, Club Administration, Membership, Public Image/Media, Rotary International Foundation. The Board or Club President may appoint additional committees, as needed.

Article 2 Board of Directors

The governing body of this club shall be the Board of Directors consisting of the Officers of this Club, including the President, Vice-President/President-Elect, Secretary, Treasurer, along with the immediate Past President/RCMV Foundation Liaison. At the discretion of the Board, also added to the Board of Directors can be the Committee Chairs elected in accordance with Article 3, Section 1 of these bylaws.

Article 3 Election of Directors and Officers

Section 1 – Nominations: One month before Director and Officer elections the presiding Officer shall ask for nominations by Members of the Club for President, Vice-President, Secretary, Treasurer, and any other director positions as approved by the Board as being open for election. The Board of Directors positions are assumed to be a 1-year commitment. The Officer positions are assumed to be a 4-year commitment, with the progression of positions from Secretary, to Vice President/President Elect, to President and to Past President/RCMV Foundation liaison with each office being held for one year. Elections will also be held for the Committee Chairs as approved by the Officers of the Club.

Section 2 – Elections: The candidates for office receiving a majority of the votes at the annual meeting shall be declared elected to their respective offices. The candidate for president elected in such balloting or by progression of the Board as described above 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 1 July immediately following that year. The president-nominee shall take the title of president-elect on 1 July in the year prior to taking office as president.

Section 3 – Vacancies: If any Officer or Board Member vacates his or her position, the remaining members of the Board will appoint a replacement.

Section 4 – Elect Vacancies: If any officer-elect or director-elect vacates a position, the remaining members of the Board will appoint a replacement.

Section 5 – The terms of office for the President, Vice-President, Secretary, and Past-President is one year. Under unique circumstances, the President is limited to two consecutive terms in office. The Treasurer position is a two (2) year commitment.

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 – Vice President/President-elect. It shall be the duty of the Vice President/President-Elect to prepare for his or her year in office and to preside at meetings of the Club and the Board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

Section 3 – Past President/RCMV Foundation Liaison. It shall be the duty of the Past President/Foundation Liaison to manage District relations and to serve as a liaison to the RCMV Foundation with respect to raising Foundation funds, reporting back to the Foundation how the Club wishes to distribute the Foundation funds and reporting to the Club the state of Foundation finances and other relevant matters.

Section 4 – 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; and perform other duties as usually pertain to the office of 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. 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. The Treasurer position is a two (2) year commitment. The Treasurer shall work in good faith to train and transition the new Treasurer during the three (3) month period immediately following retirement.

Section 6 – Director. Director attends Board meetings and set the vision for the Rotary Club to fulfill its charter.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this Club shall be held each year during the month of June, at which time the election of officers and directors to serve for the ensuing year shall take place. One-fourth of the membership shall constitute a quorum at the annual meetings of this Club.

Section 2 – The regular weekly meetings of this Club shall be held on the second and fourth Thursdays of each month, at 7:00 p.m.

Section 3 – Reasonable notice of any change or cancelation of the regular meeting shall be given to all members of the Club.

Section 3 – Regular meetings of the Board shall be held 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 4 – Virtual Meetings. Meetings may be in person or virtual (e.g. ZOOM) or a combination of both.

Section 5 – A majority of the Directors shall constitute a quorum of the Board.

Section 6 – The Club may determine to form a Satellite Club to hold regular weekly meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings. This Satellite Club will be governed according to the Club Constitution, article 14, Section 6.

Article 6 Fees and Dues

Section 1 – The admission fee shall be set by a majority vote of the Board. Transferring or former members, Rotary alumni, or others as determined by the Board will not be required to pay the admission fee.

Section 2 – The membership dues shall be determined by a majority vote of the Board, payable quarterly on the first day of each quarter, with the understanding that a portion of each payment shall be applied to Rotary International and District per capita dues, Club fees, each member's subscription to the RI official magazine, and any other Rotary or District per capita assessment.

Article 7 Method of Voting

The business of this Club may shall be transacted by voice vote, a show of hands, or ballot including the election of Officers, Committee Chairs, Directors, and resolutions. Ballots may be hard copy or electronic. Prior to the election the Board will inform the Club members of the voting process and controls to ensure satisfactory election. For Director and Officer elections this information should be provided during the same meeting as Nominations are made (refer to Article 3, Section 1).

Voting may be done during meetings (in person or via zoom) by a count of those present. For members not able to participate in a meeting a vote may also be done via electronic means or via proxy. Directors can provide their input via proxy to any other member of the Club who is not up for election provided they also notify the Secretary or President of the Club of their use of a proxy and which member they gave their proxy to. The member with the proxy will cast one vote on behalf of themselves and one vote for the proxy.

Article 8 Committees

Club committees are charged with carrying out the annual and long-range goals of the Club based on the five 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 two years to ensure consistency. The Committee Chair is responsible for appointing Committee members and conducting planning meetings prior to the start of the year in office. Committees approved in the Constitution include the following.

- **Service Projects**
This Committee develops and implements activities that improve the quality of life in our community. Emphasis is given to helping veterans and their families.
- **Club Administration**
This Committee develops and implements interesting and fun club meetings. It organizes the activities necessary to make the Club function successfully and reach goals by assisting the members to serve through various duties.
- **Membership**
This Committee develops and implements a comprehensive plan for the recruitment and retention of members. A thriving club is anchored by strong relationships and an active membership development plan.
- **Public Image / Media**
This Committee develops and implements plans to provide the public with information about Rotary and promote the Club's service projects and activities.
- **The Rotary International Foundation**
This Committee develops and implements plans to support The Rotary International Foundation through both financial contributions and program participation.

Additional 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 delegated to it in these bylaws. At the discretion of the Board or President additional business as may be referred to it. Except where special authority is given by the Board, Committees shall not act until a action plan has been made and approved by the Board. Board approval may for verbal and noted during Board activities or in electronic form. The Board reserves the right to give a Committee special authority, as necessary.
- (c) Each Committee Chair is responsible for attending regular Club meetings and activities of the Committee, supervising and coordinating the work of Committee members, and reporting to the Board on all Committee activities.
- (d) Each Committee Chair is responsible for preparing an annual Committee budget and presenting it to the Board by the June Board meeting. The Board reserves the right to address unexpected needs of a Committee or a new Committee needs which occur during the year, as necessary.

Article 9 Duties of Committees

The duties of all Committees shall be established and reviewed by the President annually at the beginning of their term. 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 Committee Chair 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 10 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 a specified length of time.

(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 the Standard Rotary Club Constitution is not computed in the attendance record of the Club.)

Article 11 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 Foundation charitable/service operations.

Section 2 – The treasurer shall deposit all Club funds in a bank, named by the Board. The Club funds shall be accounted for based on standard Club operations and various Committees and service projects.

Section 3 – All bills shall be paid by the Treasurer, the Club Administrator, or other authorized Officer only when approved or reviewed by at least one other Officer or Director.

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 1 July to 30 June. Club members will receive an annual financial statement of the club presented at the annual meeting.

Article 12 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 through the Membership Chair. A transferring or former member of another club may be proposed to active membership by the former club.

Section 2 –The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Club Administrator, of its decision.

Section 3 – If the Board approves the candidate's membership, the prospective member is invited to join the club.

Section 4 – Following the election, the President shall arrange for the new member's induction, membership certificate, and new member Rotary literature. The Club Administrator will report the new Member information to RI and the Membership Chair will assign a Member (Mentor) 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 5 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

Article 13 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 for consideration with approval/disapproval/revision acknowledged as potential outcomes.

Article 14 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 e-mailed 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, with the RI Constitution and Bylaws, and the Rotary Code of Policies.

*Club was Chartered on 10 October 2019
Bylaw Revision Approved 11 February 2021*