**BY-LAWS OF THE LIMA, OHIO ROTARY CLUB**

**ARTICLE I**

**Elections of Directors and Officers**

**(Amended: July 1st, 2017)**

SECTION 1 At least two months prior to the annual meeting, which is held not later than May 1 each year, the president shall select a nominating committee for the purpose of making nominations for candidates for the Board of Directors. The nominating committee shall make a report of the nominations to the Board of Directors at least one month prior to the annual meeting.

Nominations shall be made for three directors for a three-year term so that at each such election, three directors are elected for a three-year term. The number and identity of nominees shall be determined solely by the nominating committee. No director having served a full term shall be eligible for re-election or re-appointment until he/she has been out of office for one year.

The Secretary shall send out ballots to all members in good standing by regular mail and those candidates receiving the highest number of votes shall be declared elected.

The Board of Directors shall be composed of nine (9) members with three (3) new directors being elected annually for a three-year term which shall commence on July 1 following their election. Additionally, the president, the president-elect, and any vice presidents shall be current directors serving a three year term. The immediate past president, if not otherwise an elected member, shall be an ex officio members of the board.

SECTION 2 Following the election of new board members, the Board of Directors shall meet prior to July 1 of each year and elect from board members with terms continuing beyond July 1 the following:

(1) a president who shall have served as a member of the board as president-elect for the year commencing on the first day of July next following prior to his/her election as president, and shall assume

office as president on the first day of July immediately following his/her year of service on the board as president-elect

(2) A president-elect who shall have served as a vice president for the year commencing on the first day of July prior to his/her election as president-elect, and shall assume office as president-elect on the first day of July immediately following his/her year of service on the board as a vice president

(3) one or more vice presidents

(4) a secretary and a treasurer or a secretary-treasurer who may or may not be a member(s) of the board. Nothing herein shall preclude the appointment by the board of an assistant to the secretary and/or treasurer.

If not otherwise members of the board, the secretary and the treasurer elected at this meeting shall become ex officio members of the board in the year for which they are elected to serve and shall have such responsibilities and privileges of membership thereon as the board may determine.

SECTION 3 The term of all officers and directors shall commence July 1 in the year of their election.

SECTION 4 A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the board.

SECTION 5 A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board of Directors.

SECTION 6 A vacancy in the position of President, President-Elect ,or Vice President shall be filled by a member of the Board of Directors whose term continues through the balance of the vacancy to be filled. It is recommended the selection process parallel the provisions of Section 2 to the extent practicable.

*Recommended amendments of an Ad Hoc By-law Review Committee (R. Schroeder, J. Rockhold, R. Warren, M. Frueh) appointed by President M. Schoenhofer. Submitted on 11/25/13.*

**ARTICLE II**

**Board of Directors**

SECTION 1 The governing body of this club shall be the Board of

Directors, elected in accordance with Article I, Section 1 of these by-laws.

**ARTICLE III**

**Duties of Officers**

SECTION 1 President. It shall be the duty of the president to preside at

meetings of the club and board and to perform such other duties as ordinarily pertain to his/her office.

SECTION 2 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 his/her office.

SECTION 3 Vice President. It shall be the duty of the vice president to

perform such duties as the president may from time to time direct.

SECTION 4 Secretary. It shall be the duty of the secretary to keep the

records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the general secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the district governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to The Rotarian, and perform such other duties as usually pertain to his/her office. The Secretary, in addition, shall maintain a list of all active committees.

SECTION 5 Treasurer. It shall be the duty of the treasurer to have custody

of all funds, accounting for the same to the club annually and at any other

time upon demand by the board, and to perform such other duties as pertain to his/her office. Upon his/her leaving office, he/she shall turn over to his/her successor or to the president all funds, books of accounts or any other club property in his/her possession. The Treasurer is a permanent member of the club board.

**ARTICLE IV**

**Meetings**

SECTION 1 Annual meeting. An annual meeting of this club shall be held

prior to May 1 of each fiscal year at which time the president shall announce the results of the election of new board members. Any other business may be transacted at this time.

SECTION 2 The regular weekly meetings of this club shall be held at such

time and place as may be determined by the Board of Directors.

Notice of any changes in or canceling of the regular weekly meeting shall be given to all members of the club.

SECTION 3 One-third of the membership shall constitute a quorum at the

annual and regular meetings of this club.

SECTION 4 Regular meetings of the board shall be held monthly at such

time and place as shall be determined at the first meeting of the board

following July 1 of each year. Special meetings of the board shall be called

by the president whenever deemed necessary or upon the request of two

members of the board, notice having been given.

SECTION 5 A majority of the board members shall constitute a quorum of

the board. Any action of the board is determined by a majority vote of the

board members present.

Section 6 Service Projects or Social events will count as meetings. Meetings can also be conducted online, in-person, via video chat, and/or by eClubs.

**ARTICLE V**

**Membership, Fees and Dues**

SECTION 1 The admission fee shall be determined by a vote of the Board

of Directors. The admission fee is to be paid before the applicant can

qualify as a member.

SECTION 2 The general membership consists of active members

(individual or corporate). Members pay quarterly dues including lunch costs

and Foundation contributions in advance.

The membership quarterly dues, foundation contribution and honoraria for the secretary and treasurer described in Section 3 of this article shall be determined by the Board of Directors.

The dues structure shall include R.I. dues, District 6600 dues and each member’s subscription to The Rotarian magazine.

SECTION 3 The secretary and treasurer (or the secretary/treasurer if the

same person) and any assistant are excused from paying quarterly dues but must pay the quarterly assessed contribution to the Lima Rotary Foundation. In addition, these officers (or officer) may be paid a monthly honoraria for the services rendered.

SECTION 4 Honorary members may be elected according to Article X,

Section 2.

**ARTICLE VI**

**Method of Voting**

The business of this club shall be transacted by voice vote except the

election of directors, which shall be by ballot.

**ARTICLE VII**

**Committees**

SECTION 1 (a) The president shall, at his/her discretion, assign members of the Board of Directors as club service directors. It shall be the duty of a club service director to further the goals and objectives of the president and

Board of Directors through assistance to and coordination of the activities of club committees assigned to him/her.

(b) In addition to the finance committee and the classification committee, the president shall, subject to the approval of the board, organize committees under the following avenues of service:

Community Service

International Service

Vocational Service

Club Service

(c) The president may, subject to the approval of the board, appoint any

committees that he/she may deem necessary for the internal administration

of club affairs.

(d) Where feasible and practicable in the appointment of club committees,

there should be provision for continuity of membership, either by appointing

one or more members for a second term or by appointing one or more

members to a two-year term.

(e) The president shall be an ex-officio member of all committees and, as

such, shall have all the privileges of membership thereon.

(f) Each committee shall transact such business as is delegated to it in the

by-laws 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 to the board and approved by the board.

SECTION 2 The chairpersons of these committees shall be responsible for

the avenues of service activities of the club and shall supervise and

coordinate the work of the committee on the particular phases and avenues

of service of the committees’ duties.

**ARTICLE VIII**

**Excused Absence Status**

SECTION 1 Upon written application to the board, setting forth good and

sufficient cause, excused absence status may be granted pursuant to the

“Excused Absence Status Request”.

SECTION 2 Dues may be waived under Section 1 of Article IX (below), at

the discretion of the board.

**ARTICLE IX**

**Finances**

SECTION 1 The treasurer or treasurer’s assistant shall deposit all funds of the club in a bank or

banks to be named by the board.

SECTION 2 All bills shall be paid only by checks signed by the treasurer and/or president. For the year 2017/2018 the 2016/2017 immediate past president will sign checks on behalf of the president.

SECTION 3 A thorough audit by qualified persons appointed by the Board

of Directors shall be made once each year of all the club’s financial

transactions.

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,

cost of bond to be borne by the club.

SECTION 5 The fiscal year of this club shall extend from July 1st to June

30th, and for the collection of members’ dues shall be divided into four

quarterly periods extending from July 1st to June 30th. The payment of per

capita dues and magazine subscriptions to Rotary International shall be

made on July 1st and January 1st of each year on the basis of membership of the club on those dates.

SECTION 6 Not later than the May meeting of the board each year, the

board shall receive, adopt or amend and adopt the budget recommendations of the finance committee of estimated income and estimated expenditures for the next fiscal year, unless otherwise ordered by action of the board.

SECTION 7 The Lima Rotary Club recognizes and designates The Lima

Rotary Foundation as an important adjunct to said club with authority

necessary and required to carry out those purposes for which it was

organized and governed by the Constitution and By-Laws of the Lima

Rotary Foundation. The president of the club shall appoint a member of the

Board of Directors of the club to act as liaison to said Foundation to serve

during his/her term of office. Said liaison will regularly attend Lima Rotary

Foundation trustee meetings and carry out assignments as the club president or Board of Directors designate.

SECTION 8 All fund raising projects are projects of this club, and each

shall be designated by the Board of Directors as either a charitable project or a club operating expense project. The beneficiary of a charitable project

shall be a specific charity or charities and/or The Lima Rotary Foundation.

A charitable project shall receive the net proceeds after deducting any

project costs and any club overhead.

Designated donations received by the club but not related to a specific project are to be paid to the designated recipient.

Undesignated donations received by the club are to be paid to The Lima Rotary Foundation.

SECTION 9 The Lima Rotary Club will make available to the president elect and/or delegates of the Lima Rotary Club the following monies to help

defray expenses incurred while attending the Rotary International

Convention as follows:

(a) International Convention held within the continental United

States: to each delegate, an amount up to $1,000 as determined by

the Board of Directors.

(b) International Convention held outside the continental United

States: to each delegate, an amount up to $1,500 as determined by

the Board of Directors.

(c) No subsidy shall be made to proxy(s) from other clubs.

(d) Subsidies shall not be cumulative.

(e) The treasurer will establish an escrow account to fund monies in

an amount not to exceed $6,000 for the purpose of this requirement.

**ARTICLE X**

**Method of Electing Members**

SECTION 1 Active members. The name of the newly proposed member,

having been proposed by a member in good standing, shall be submitted first to the Board of Directors, through the secretary. The Board of Directors

shall then refer it to the classification committee to be classified

The classification committee, after making due investigation of the

character, business, social standing and general eligibility of the person

proposed for membership, shall then proceed to vote and, if the nominee

receives a majority vote, the name of the proposed member shall be

considered eligible. The classification committee shall then report back to

the Board of Directors the action they have taken thereon. The Board of

Directors shall then review the action of the classification committee and

sustain or reject the decision or refer it back to the committee for further

consideration and action.

If the classification committee has reported favorably upon the name of the

newly proposed member and the Board of Directors has sustained the action and the candidate has accepted invitation to membership, the secretary shall publish in the bulletin the name of the proposed candidate, the firm represented and the classification under which membership is sought. A ten day period shall then be allowed during which any member objecting to the election of the applicant shall notify the Board of Directors in writing, stating reasons for his/her objection. If no objection is received in such period, the applicant shall be considered duly elected.

If any objections have been filed, the board shall consider the same at any

regular or special meeting and proceed to ballot on the application. If the

nominee receives a majority vote, the nominee shall be invited to join the

club.

The proposer shall then be notified by the secretary of the applicant’s

acceptance or rejection, and if accepted, the proposer shall notify the

applicant of his/her election.

Following the member’s election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report his/her name to the general secretary of Rotary International.

The member shall be formally introduced and inducted as a new member at a regular meeting of the club.

SECTION 2 Honorary Members. The name of a proposed candidate for

Honorary Membership shall be submitted to the Board of Directors in

writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member.

SECTION 3 Former Member or Transferring Member. The application of a

former member of this club or a member transferring from another Rotary

Club, who left in good standing, shall be considered promptly by the board.

Section 4 Dual Membership is permitted. In order to facilitate the transition from Rotaract to Rotary, we now permit Rotaractors who meet the qualifications for membership to join Rotary club while remaining Rotarract members.

Section 5 Dual Membership is defined as currently, previously, or in the future a Rotary member has held, currently holds, or wants to hold membership in another service club simultaneously holding membership in Rotary endorsed clubs.

**ARTICLE XI**

**Resolutions**

No resolution or motion to commit this club on any matter shall be

considered by the club until it has first been considered by the board. Such

resolutions or motions, if offered at a club meeting, shall be referred to the

board without discussion for study and/or recommendation.

**ARTICLE XII**

**Order of Business**

The agenda for regular meetings of the club is as follows:

Meeting called to order.

Introduction of visiting Rotarians.

Correspondence and announcements.

Committee reports, if any.

Any unfinished business.

Any new business.

Address or other program feature.

Adjournment.

The Presiding Officer may vary the agenda at his/her discretion.

**ARTICLE XIII**

**Amendments**

These by-laws 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 to each member at least ten days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of Rotary International.

Amended: April 15, 1997

Amended: March 16, 2009

Amended: April 28, 2014

Amended: July 1, 2017