

BYLAWS OF THE ROTARY CLUB OF MESA WEST

Article 1 Definitions

1. Board: The board of directors of this Club
2. Club: The Rotary Club of Mesa West
3. Director: A director on this Club's Board
4. Foundation: Mesa West Rotary Foundation, Inc.
5. Member: A member, other than an honorary member, of this Club
6. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the Club's Members for Club decisions and a majority of the Directors for Club Board decisions.
7. RI: Rotary International
8. Year: The 12-month period beginning 1 July

Article 2 Board

The governing body of this Club is its Board of Directors, consisting of, the president, president-elect, secretary, treasurer, and five additional directors. Following their election, the president-nominee shall also serve as a Director on the Board.

Article 3 Elections and Terms of Office

Section 1 – A nominating committee shall be formed consisting of the president-elect as chair, two past presidents, and two Members at large. The committee shall be announced to the Club at the first meeting in September. Members will be encouraged to indicate their interest in serving and/or submit nominations for offices and director seats that will be vacated at the end of the year. The nominating committee shall compile and present for approval at the November board meeting a ballot showing those who will serve in each position the following fiscal year as well as showing those nominated for positions to be filled by election at the Annual Meeting.

Section 2 – The president-elect shall present the Board-approved ballot at the annual meeting. The candidate who receives the majority of the votes for each office or director seat is declared elected to that office.

Section 3 – If any officer or Board member vacates their position, the remaining members of the Board will appoint a replacement.

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

Section 5 – The terms of office for each role are:

President – one year

President-Elect – one year as president-elect followed by another year as president

President-Nominee – six months as president-nominee, followed by one year as president-elect, followed by another year as president

Secretary – two years (with term expiring in even years)

Treasurer – two years (with term expiring in odd years)

Director – two years (with two terms expiring in even years and three terms expiring in odd years)

Successive Terms - To ensure the vibrancy of the Club and optimize engagement of all Members, no officer or Director shall serve more than two successive terms in the same position or more than six years in succession as a member of the Board of Directors.

Article 4 Duties of the Officers

Section 1 – The president presides at Club and Board meetings.

Section 2 – The president-elect prepares for his or her year in office, serves as a Director on the Board, and presides at Club and Board meetings when the president is absent.

Section 3 – The president-nominee serves as a Director on the board.

Section 4 – A Director attends Club and Board meetings and chairs an Avenue of Service and may chair a committee as needed.

Section 5 – The secretary maintains official records of all Board meetings, the Annual Club Meeting, and any other special meeting of the Board or Club where business is transacted. The secretary also coordinates with the executive secretary in the performance of their duties, and performs other duties as usually pertain to the office of secretary.

Section 6 – The treasurer oversees all funds and provides an annual accounting of them. The Treasurer shall regularly review all finances with the executive secretary, report regularly to the Board and when requested, ensure that annual tax returns are filed, and perform other duties as pertains to the office of treasurer.

Section 7 – The executive secretary shall keep membership records, record attendance of meetings, and report any changes in membership to RI as required. The executive secretary shall also keep an accurate and current accounting of all financial transactions relating to Member dues and pledges, record income from meetings and events, provide reports to the president and treasurer for their review and presentation at monthly board meetings, and perform other duties as assigned. The executive secretary is welcome to attend board meetings, and when in attendance shall have voice, but no vote. Upon retirement or termination, the executive secretary shall turn over to the current treasurer or president all funds, books of accounts, and any other Club property in their possession.

Article 5 Meetings

Section 1 – An annual meeting of this Club should be held immediately following the first meeting in December, but no later than December 31, to elect the officers and Directors who will serve for the next Rotary year.

Section 2 – This Club meets in person or electronically, or a combination of both, at Noon on the first through fourth Thursdays of each month, except when any National Holiday occurs on a Thursday. Reasonable notice of any change of location, method of meeting, or cancellation of the regular meeting will be given to all Club Members through the weekly electronic Messenger or other electronic means of communication.

Section 3 – Board meetings are held each month in person, electronically, or a combination of both at a time and method or location as communicated by the president. Special Board meetings of the Board can be called with reasonable notice by the president or upon the request of two Directors. In the event a Quorum is not present at a Board meeting, a Director who is present at the meeting can make a motion, which if seconded by another Board member and no objection is made by any Board member present, the motion can be sent to all Board members by the president or secretary for an electronic vote. If a majority of the entire Board votes in favor of the motion, it will pass and be made a permanent record by ratification of the electronic vote in the minutes of the next meeting of the Board.

Article 6 Dues

Annual Club dues include RI per capita dues, subscriptions to an official RI magazine, district per capita dues, Club fees, and any other Rotary, district or Club per capita assessment. The dues structure for the following year will be established as part of the annual budgeting process. Unusual circumstances may prompt the Board to adjust the dues structure following quarterly financial assessments of the Club finances. Members will be notified of changes in dues structure by announcement at Club meetings, publication in the weekly newsletter, and on the Club website.

Article 7 Method of Voting

The business of this Club is conducted by voice or show of hands voting except in the election of officers and Directors which is conducted by ballot. The Board may provide a ballot to vote on some resolutions.

Article 8 Committees

Section 1 – This Club’s committees comprise, but are not limited to, those listed in article 11, section 7, of the Standard Rotary Club Constitution.

Section 2 – The president is an ex officio member of all committees.

Section 3 – Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

Section 4 – 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 provide information about appropriate learning opportunities and resources available through the district and RI. Officers, Directors, and Committee Chairs are required to attend district training such as Club Leadership Academy. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of the 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 recommendations for Club committees, mandates, goals, and plans for presentation to the Board in advance of the commencement of the year as noted above.

Article 9 Relationship with Mesa West Rotary Foundation, Inc. – The Foundation was originally formed by a formal decision of the Club. The funding and fundraising activities to support the service activities of the Rotary Club of Mesa West, including Community, International, Vocational and Youth Service committees, are handled by and through the Foundation. The President-Elect works closely with the Foundation board to establish the philanthropic budget for his or her year of service after working with his or her Board and committee chairs to identify the financial needs of the goals and mandates they have established. The Foundation is a separate business entity, is a 501(c)(3) public charity, and is managed by board of trustees, all of whom are Members in good standing of the Club and who have been appointed to their Foundation positions by action of the Club at its Annual Meeting or Action of the Board in the event a Foundation officer or trustee position should become vacant.

Article 10 Finances

Section 1 – Before each fiscal year starts, the Board prepares two separate annual budgets of income and expenditures. One budget will be for the Club operating and administrative (Club Service) activities. The second will be a recommended budget to the Foundation to support the Club’s service goals and mandates established during the planning process for the next fiscal year.

Section 2 – The treasurer deposits Club funds in a financial institution or institutions designated by the Board to be used for the Club's operation, administration, and Club Service Committee activities. When funds are received payable to the Club that are intended for use in service projects, they are carried as liabilities on the Club’s balance sheet until they are transferred to the Foundation. These transfers should be made at least monthly.

Section 3 – Bills are paid by the treasurer, executive secretary, or other authorized officer. Expenditures are approved by an officer with signing authority and one other officer.

Section 4 – A qualified person conducts a thorough annual review of all financial transactions.

Section 5 – An annual financial statement of the Club will be posted in the Members-only section of the Club website. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

Section 6 – Charitable service funding recommendations are referred by the Club's Board to the board of the Foundation for their action.

Section 7 – The fiscal year is from July 1 to June 30.

Article 11 Method of Electing Members

Section 1 – A Member proposes a candidate for membership to the Board and/or the membership committee, or another Club proposes one of its transferring or former members. The Membership Application is completed and submitted for Board approval.

Section 2 – The Board approves or rejects the candidate's membership within 30 days and notifies the proposing Member of its decision. Club Members are also notified electronically of any proposed member and asked to respond in writing with any objection. If no objection is received within seven days of the electronic notification, the proposed member is considered elected to membership. If an objection is received, the Board considers the objection and votes on whether to induct the proposed member. The decision of the Board is final.

Section 3 – An orientation meeting is held with the approved prospect to outline expectations.

Section 4 – A date is set for formal induction to the Club.

Section 5 - The Board shall annually approve any Honorary Members in accordance with the standard Rotary Club Constitution. Such membership shall last for one year and may be re-approved by the Board.

Article 12 Amendments

These bylaws may be amended at any regular Club meeting. Changing the Club bylaws requires sending written notice to each Member 10 days before the meeting, having a Quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.