

**RESTATED ARTICLES OF INCORPORATION OF
ROTARY CLUB OF MADISON**

These Restated Articles of Incorporation, adopted pursuant to Chapter 181 of the Wisconsin Statutes, supersede the Articles of Incorporation filed on May 14, 1914, and all subsequent amendments.

ARTICLE 1

Name. The name of the corporation is Rotary Club of Madison.

ARTICLE 2

Period of Existence. The period of existence shall be perpetual.

ARTICLE 3

Purposes. The purposes shall be to engage in any lawful activity within the purposes for which corporations may be organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE 4

Principal Office. The principal office is located in Dane County, Wisconsin, and the address of such principal office is 14 South Carroll Street, Madison, WI 53703-3377*.

ARTICLE 5

Registered Agent. The name of the registered agent at the time of the adoption of these Restated Articles is Lucian G. Schlimgen*. The resident agent's address at the time of the adoption of these Restate Articles is 14 South Carroll Street, Madison, WI 53703-3377*.

ARTICLE 6

Amendments. These articles may be amended by resolution setting forth such amendment or amendments adopted at any meeting of the members of said club by a vote of at least one-half of the members of said club.

ARTICLE 7

Number of Directors. The number of directors and the manner of their election or appointment shall be set forth in the Bylaws but shall be not less than three.

ARTICLE 8

Membership. Membership provisions will be set forth in the Constitution or Bylaws.

* * *

This Restatement of Articles of Incorporation was adopted on May 22, 1991. The number of voting members was 531, the number present was 357, the number voting for was 357, the number voting against was 0.

Executed in duplication on May 22, 1991.

BY

David V. Mollenhoff, President

Lucian G. Schlimgen, Secretary

This document was drafted by:
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P.O. Box 927
Madison, Wisconsin 53701-0927
(608) 257-9521

Approved by Board
of Directors - 3/4/91

*Current information (Feb. 2002) is:
Mailing address: 22 N. Carroll Street, Ste. 202, Madison, WI 53703
Registered Agent is Patricia L. Jenkins

Constitution of the Rotary Club of the Rotary Club of Madison¹

As of Dec. 2007

Article 1 Definitions

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve-month period which begins on 1 July.

Article 2 Name

The name of this organization shall be the Rotary Club of Madison (Member of Rotary International)

Article 3 Locality of the Club

The locality of this club is as follows: includes all of Dane County, Wisconsin, except the cities, villages, towns (or portions thereof) listed on Appendix A.

Article 4 Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

¹ This revision reflects the 1992, 1995, 1998 2001, 2004 and 2007 enactments of the Council on Legislation. This constitution was first adopted to conform (except for variances) to the Standard Club Constitution in 1989. The adoption of this Constitution by the Rotary Club of Madison on December 13, 1989, was conditioned upon the following:

- (a) Any portions of the Rotary International Standard Club Constitution which are inconsistent with the list of variances attached to the Resolution dated December 13, 1989, do not apply to the Rotary Club of Madison.
- (b) The variances from the Standard Club Constitution must first be recognized in writing by Rotary International before repeal of the Constitution in effect on December 13, 1989, and adoption of the Standard Club Constitution with variances become effective.
- (c) Adoption of this Constitution does not take effect until receipt of the written recognition by Rotary International of all Rotary Club of Madison variances.

The Bylaws Committee considers the conditions satisfied and the variances valid. A letter dated November 7, 1991, from Dennis G. Swenson, Manager of the Canada and USA Department of RI, expressly approved all but one of the variances. As to that one, see notes to Article XVII.

Article 5 Four Avenues of Service

Rotary's Four Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.
3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.

Article 6 Meetings

Section 1 – Regular Meetings.

- (a) *Day and Time.* This club shall hold a regular meeting once each week on the day and at the time provided in the bylaws.
- (b) *Change of Meeting.* For good cause, the board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.
- (c) *Cancellation.* The board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.

Section 2 – Annual Meeting. An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

Article 7 Membership

Section 1 – General Qualifications. This club shall be composed of adult persons of good character and good business, professional and/or community reputation.

Section 2 – Kinds. This club shall have two kinds of membership, namely: active and honorary.

Section 3 – Active Membership. A person possessing the qualifications set forth in article 5, section 2 of the RI constitution may be elected to active membership in this club.

Section 4 – Transferring or Former Rotarian. A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such

membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits.

Section 5 – Dual Membership. No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 6 – Honorary Membership.

- (a) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.
- (b) *Rights and Privileges.* Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 – Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 8 – Rotary International Employment. This club may retain in its membership any member employed by RI.

Article 8 Classifications

Section 1 – General Provisions.

- (a) *Principal Activity.* Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.
- (b) *Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2 – Limitations. This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotary Foundation alumnus as defined by the board of directors of RI, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the

club may continue the member's membership under the new classification notwithstanding these limitations.

Article 9 Attendance

Section 1 – General Provisions. Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present **[VARIANCE]** ~~for at least 60 percent of the meeting,~~ or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or makes up for an absence in any of the following ways:

- (a) *14 Days Before or After the Meeting.* If, within fourteen (14) days before or after the regular time for that meeting, the member
- (1) attends **[VARIANCE]** ~~at least 60 percent of the regular meeting of another club or of a provisional club;~~ or
 - (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
 - (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or
 - (4) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
 - (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
 - (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
 - (7) participates through a club web site in an interactive activity requiring an average of 30 minutes of participation.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

- (b) *At the Time of the Meeting.* If, at the time of the meeting, the member is
- (1) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (a) (3) of this section; or
 - (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
 - (3) serving as the special representative of the district governor in the formation of a new club; or
 - (4) on Rotary business in the employ of RI; or
 - (5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
 - (6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

Section 2 – Extended Absence on Outposted Assignment. If a member will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs.

Section 3 – Excused Absences. A member's absence shall be excused if

- (a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient.
- (b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 4 – RI Officers' Absences. A member's absence shall be excused if the member is a current officer of RI.

Section 5 – Attendance Records. Any member whose absences are excused under the provisions of subsection 3(b) or section 4 of this article shall not be included in the membership figure used to compute this club's attendance.

Article 10 Directors and Officers

Section 1 – Governing Body. The governing body of this club shall be the board constituted as the bylaws may provide.

Section 2 – Authority. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 – Board Action Final. The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article 12, section 6, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Section 4 – Officers. The club officers shall be a president, a president-elect, and one or more vice-presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-at-arms, who may or may not be members of the board as the bylaws shall provide.

Section 5 – Election of Officers.

- (a) *Terms of Officers other than President.* Each officer shall be elected as provided in the bylaws. Except for the president, each officer shall take office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.
- (b) *Term of President.* The president **[VARIANCE]** shall be a director of the board when elected and shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon election. The nominee shall take the title of president-elect on 1 July in the year prior to taking office as president. The president shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.
- (c) *Qualifications.* Each officer and director shall be a member in good standing of this club. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district assembly and has not been excused by

the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district assembly or training deemed sufficient by the governor-elect has been duly elected.

Article 11 Admission Fees and Dues

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to article 7, section 4 shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

Article 12 Duration of Membership

Section 1 – *Period.* Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 – *Automatic Termination.*

- (a) *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that
 - (1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership;
 - (2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.
- (b) *How to Rejoin.* When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification. A second admission fee shall not be required.
- (c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 3 – *Termination – Non-payment of Dues.*

- (a) *Process.* Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- (b) *Reinstatement.* The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 8, section 2.

Section 4 – *Termination – Non-attendance.*

- (a) *Attendance Percentages.* A member must
 - (1) attend or make up at least 50 percent of club regular meetings in each half of the year;

- (2) **[VARIANCE]** attend at least 30 percent of this club's regular meetings in each half of the year (assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).

If a member fails to attend as required, the member's membership shall be subject to termination unless the board consents to such non-attendance for good cause.

- (b) *Consecutive Absences.* Unless otherwise excused by the board for good and sufficient reason or pursuant to article 9, sections 3 or 4, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 5 – Termination – Other Causes.

- (a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose. The guiding principles for this meeting shall be article 7, section 1, and The Four-Way Test.
- (b) *Notice.* Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.
- (c) *Filling Classification.* When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced. However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the board's decision regarding termination is reversed.

Section 6 – Right to Appeal, Mediate or Arbitrate Termination.

- (a) *Notice.* Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 16.
- (b) *Date for Hearing of Appeal.* In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.
- (c) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided in article 16.
- (d) *Appeal.* If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.
- (e) *Decision of Arbitrators or Umpire.* If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.
- (f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

Section 7 – Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 – Resignation. The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

Section 9 – Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club.

Section 10 – Temporary Suspension.

Notwithstanding any provision of this constitution, if in the opinion of the board

- (a) credible accusations have been made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the board considers should properly occur before such action is taken by the board; and
- (d) that in the best interests of the club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this club and from any office or position the member holds within the club. For the purposes of this clause, the member shall be excused from fulfilling attendance responsibilities;

the board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for such period and on such further conditions as the board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

Article 13 Community, National, and International Affairs

Section 1 – Proper Subjects. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 – No Endorsements. This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 – Non-Political.

- (a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.
- (b) *Appeals.* This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 – Recognizing Rotary's Beginning. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article 14 Rotary Magazines

Section 1 – Mandatory Subscription. Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. The subscription shall be paid in six (6) month periods for the

duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

Section 2 – *Subscription Collection.* The subscription shall be collected by this club from each member semiannually in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

Article 15 Acceptance of Object and Compliance with Constitution and Bylaws

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

Article 16 Arbitration and Mediation

Section 1 – *Disputes.* Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 2 – *Date for Mediation or Arbitration.* In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

Section 3 – *Mediation.* The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

(a) *Mediation Outcomes.* The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party through the president or secretary may call for further mediation if either party has retracted significantly from the mediated position.

(b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 1 of this article.

Section 4 – *Arbitration.* In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

Section 5 – *Decision of Arbitrators or Umpire.* If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Article 17 Bylaws

This club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

Article 18 Interpretation

Throughout this constitution, the terminology "mail," "mailing," and "ballot-by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 19 Amendments

[VARIANCE] This constitution may be amended at any regular meeting of the club, a quorum being present, by a two-third's vote of all members present, provided however, that such amendment shall be offered in the preceding meeting.

No amendment or addition to these bylaws shall be made which is not in harmony with the Articles of Organization of this club and with the Constitution and Bylaws of Rotary International.

[NOTE 1: Initially, this variance was "not identified" by R. I. Swenson letter dated November 7, 1991. This was based on RI Board decision 139-3 adopted at its March 1990, meeting. This decision was repealed at the November 1993 Board meeting. [Board decision 83-2 reported by fax dated January 4, 1993, from Dennis G. Swenson to Dick Olson.]

[NOTE 2: The R.I. Standard Club Constitution contains a lengthy provision that permits amendment only by the Council on Legislation or the R.I. Convention. This does not apply to the RCM constitution.]

~~**Section 1**—*Manner of Amending.* Except as provided in section 2 of this article, this constitution may be amended only by the council on legislation in the same manner as is established in the bylaws of RI for the amendment of its bylaws.~~

~~**Section 2**—*Amending Article 2 and Article 3.* Article 2 (Name) and Article 3 (Locality of the Club) of the constitution shall be amended at any regular meeting of this club, a quorum being present by the affirmative vote of not less than two thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.~~

Amended at a regular meeting of the members of the Rotary Club of Madison on February 27, 2002. The qualifications for active membership in Rotary are set forth in the Rotary International Constitution as follows:

THE QUALIFICATIONS FOR ACTIVE MEMBERSHIP IN ROTARY ARE SET FORTH IN THE ROTARY INTERNATIONAL CONSTITUTION AS FOLLOWS:

ARTICLE 5 MEMBERSHIP

SECTION 2 - Composition of Clubs.

- A. A club shall be composed of active members who are adult persons of good character and good business, professional and/or community reputation,
 - 1) engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or

- 2) holding any important position in any worthy and recognized business or profession or any branch or agency thereof and having executive capacity with discretionary authority; or
- 3) having retired from any position listed in sub-subsection (1) or (2) of this subsection; or
- 4) being a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary; or
- 5) having the status of Rotary Foundation alumnus as defined by the board

and

having their places of business or residence located in the locality of the club or the surrounding area. An active member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said active member continues to meet all conditions of club membership.

- B. Each club shall have a well-balanced membership in which no one business or profession predominates. The club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members from a classification. The classification of a transferring or former member of a club, or a Rotary Foundation alumnus as defined by the board, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.
- C. The bylaws of RI may provide for active membership and honorary membership in clubs and shall prescribe the qualifications for each.
- D. In countries where the word "club" has an inappropriate connotation, Rotary clubs, with the approval of the board, will not be obligated to use it in their names.

**APPENDIX A
TO THE
ROTARY CLUB OF MADISON CONSTITUTION**

The territorial limits of the Rotary Club of Madison include all of Dane County, Wisconsin, except the following:

1. Cities: Fitchburg, Monona, Stoughton, Sun Prairie and Waunakee.*
2. Villages: Mt. Horeb and Oregon.
3. Towns:*

| | | |
|--------------|------------------|-------------|
| Albion | Dunn | Springdale |
| Blue Mounds | Medina | Sun Prairie |
| Bristol | Oregon | Vermont |
| Christiana | Perry | Vienna |
| Cross Plains | Pleasant Springs | Windsor |
| Dane | Primrose | York |
| Dunkirk | Rutland | |

4. Portions of Towns:
 - a. Blooming Grove: the portion south and east of Lake Monona, the Yahara River and Lake Waubesa.
 - b. Madison: the portion south and east of Haywood Drive extended northeasterly to Lake Monona; south of Lake Monona and east and southeast of South Park Street and Fish Hatchery Road (Co. Hwy. D).
 - c. Westport: Sections 1-18.
5. Portions of the City of Madison:
 - a. The portion east and northeast of North and South Patterson Streets from Lake Mendota to Lake Monona to the city limits.
 - b. The portion west and southwest of North and South Park Streets to Haywood Drive and the portion south and east of Haywood Drive extended northeasterly to Lake Monona.
 - c. Notwithstanding the exceptions in (a) and (b), the Rotary Club of Madison retains the right to admit from the territory within the corporate limits of the City of Madison members whose business, executive duties or professional activities are of a scope to include the entire city.

* The City and Town of Verona were ceded in 1997.

As of Nov. 2009

ROTARY CLUB OF MADISON BYLAWS

Note: 1. Pursuant to a resolution adopted by the Club on December 13, 1989, Sections 3-8 of Article VI of the 1989 Constitution were moved to Article I of the Bylaws as SECTIONS I-6 and SECTIONS 9 and 10 of Article VI were moved to Article II of the Bylaws as SECTIONS I and 2. Also: Article Fifth of the Articles of Incorporation is reprinted as Article III of the Bylaws; Article IV of the 1989 Constitution is reprinted as Article IV of the Bylaws; and Article VII of the 1989 Constitution is reprinted as Article V of the Bylaws. This printing is gender neutral. Outdated transitional provisions have been deleted. November 5, 1989

2. These Bylaws incorporate changes approved by the Board on March 4, 1991, April 1, 1991, May 6, 1991, December 7, 1998, March 3, 2003, and November 2, 2009; and by the Membership on May 22, 1991, January 20, 1999, March 12, 2003, and September 19, 2007.

ARTICLE 1 DEFINITIONS

See Article 1 of the Constitution of the Rotary Club of Madison.

ARTICLE 2 BOARD

The governing body of the club shall be the board, elected as provided in Article 3.

ARTICLE 3 ELECTION OF DIRECTORS AND OFFICERS

SECTION 1. Director Nominating Committee. No later than the first Board meeting in October each year a director nominating committee shall be selected. It will be composed of the President, President-Elect, Immediate Past President, one member of the Board of Directors not an officer of the club, and one member of the club who is not a Director, the last two to be chosen by the Board of Directors. The committee shall nominate all candidates for director after first confirming the willingness of each candidate to serve.

SECTION 2. Director Nomination and Election. At least twenty one days prior to each annual meeting, the director nominating committee shall recommend twelve nominees for Directors to be elected at the annual meeting. Thereafter, any twenty voting members of the Club may nominate an additional candidate or candidates. Such nominations shall be in writing, signed by the members making them and filed with the Secretary at least fourteen days prior to the election. The report of the nominating committee and the nominations made by members with the names of the members making them, shall be published in the next and each succeeding issue of The Rotary News following such report or nomination. The nominees shall be placed upon a ballot in alphabetical order properly rotated and voted for at the annual

meeting, and the six nominees receiving the highest number of votes shall be declared elected. The newly elected Directors shall take office on the first day of July following their election and shall hold office for two years, subject to any attendance requirements or other policies established by Resolution of the Board of Directors. The Immediate Past President shall serve as a Director for the Rotary year following service as President.² Absentee ballots shall be permitted under procedures established by the President.

SECTION 3. A. Officer Nominating Ballot. At the first meeting of the Board after the annual meeting, there shall be an officer nominating ballot to nominate candidates for vice president. The nominating ballot shall be a secret ballot. Each current and newly-elected member of the Board of Directors may nominate one candidate for vice president from among the current and newly-elected members of the Board of Directors.

The ballots shall be tallied by a teller designated by the president. The names of all nominees shall be announced to the Board, but not the number of votes received by each.

The nominating ballot may be conducted by mail under rules established by the Board.

B. Officer Nominating Committee. There shall be an officer nominating committee consisting of (1) the President, (2) the Immediate Past President and (3) a member of the Club selected by the President and Immediate Past President. The third member may be a Board member only if such Board member declines in advance to be a candidate for president or vice president. The Immediate Past President shall serve as chair of the committee. Each year, after the annual nominating ballot has been tallied, the officer nominating committee shall nominate two or more candidates for Vice President from among the current Directors and the newly-elected Directors, at least one of whom must have been nominated by the nominating ballot. The committee shall also nominate candidates from among the members of the Club, whether or not they are Directors, for the offices of Secretary, Treasurer and Sergeant-at-Arms. The committee shall confirm the willingness of each nominee to serve. The nominees shall be requested to attend the first regular December meeting of the Board. The Board of Directors (including newly-elected and current Directors), shall elect the officers at the second Board meeting in December. The vice president is the president-elect and shall automatically become president the succeeding year. Absentee ballots shall be permitted under procedures established by the President.

C. Eligibility. Candidates for vice president must be serving on the Board or newly-elected to serve on the Board at the time of nomination, and may serve as vice president and president whether or not his or her Board term ends prior to service in such offices.

SECTION 4. Term. The newly elected officers shall take office on the first day of July following their election and shall hold office for one year or until their successors are elected and have qualified.

SECTION 5. Vacancies. A vacancy in the Board of Directors or any office shall be filled by appointment by the remaining members of the Board. If a vacancy occurs in the position of vice president, the vacancy shall be filled by appointment of the Board of Directors from the pool of candidates eligible for election at the time the vice president was elected.

²Amendment approved 12/18/91.

SECTION 6. Convention Delegates. The Directors shall appoint the delegates and alternates to each International Convention and District Conference.

ARTICLE 4 **DUTIES OF OFFICERS**

SECTION 1. President. The principal duties of the President shall be to preside at meetings of the Club and Board of Directors and to perform such other duties as ordinarily pertain to the office.

SECTION 2. Vice President. The principal duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability for any cause whatever of the latter. The Vice-President is the President-elect. [See Article 3, section 3.B.]

SECTION 3. Secretary. The principal duties of the Secretary shall be to keep a complete record of all business transacted, send out notices of meetings and keep a record of the membership and attendance and to perform such other duties as ordinarily pertain to the office. The secretary shall compile and maintain a Policy Manual that includes club policies and practices, such as board resolutions, that are not incorporated into the Constitution or Bylaws.

SECTION 4. Treasurer. The principal duties of the Treasurer shall be to have custody of all funds, accounting for same to the Club at its annual meeting and at any other time upon demand by the Board of Directors, and to perform such other duties as pertain to the office. Upon retirement from office the treasurer shall turn over to the successor or to the President all funds books of account and any other Club property in the treasurer's possession.

SECTION 5. Sergeant at Arms. The principal duties of the Sergeant at Arms shall be such as are usually prescribed for the office and such other duties as may be prescribed by the President or Board of Directors.

SECTION 6. Additional Officers. The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation.

SECTION 7. Combining Offices. Whenever the Board of Directors may so order the office of Secretary and Treasurer may be held by the same person.

SECTION 8. Additional Duties. The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws.

ARTICLE 5 **MEETINGS**

SECTION 1. Annual Meeting. The annual meeting of this Club shall be held at the time of holding the second regular meeting of the Club in November in each year, at which time the election of Directors shall take place.

SECTION 2. Weekly Meetings. The regular weekly meetings of this Club shall be held at such time and place as the Board of Directors shall designate.

SECTION 3. Quorum of Members. A majority of the membership shall constitute a quorum at the annual and regular meetings of this Club.

SECTION 4. Directors Meetings. Regular meetings of the Board of Directors shall be scheduled semi-monthly on such days as the Board shall determine. The Board shall meet regularly on the first scheduled meeting date of each month. The Board shall meet on the second scheduled meeting date of each month unless cancelled upon due notice. Special meetings of the Board of Directors shall be called by the President whenever deemed necessary, or upon the request of two members of the Board, due notice having been given.

SECTION 5. Quorum of Directors. A majority of the board members shall constitute a quorum of the Board of Directors.

ARTICLE 6 **FEES AND DUES**

SECTION 1. Admission Fee. An admission fee shall be paid before the applicant can qualify as a member. The fee shall be set from time to time as provided in Section 3. The amount shall include any fee required to be transmitted to the Rotary Foundation of Rotary International for international scholarships.

SECTION 2. Dues. Membership dues shall be set from time to time as provided in SECTION 3. The dues shall include an amount for subscription to the Madison Rotary News and for the cost of the luncheon at the weekly meeting. The dues and cost of the luncheon shall be payable semiannually in advance.

SECTION 3. Setting Fees and Dues. The Board of Directors shall recommend fees and dues to the membership. Upon notice at the preceding meeting and in the Rotary News, fees and dues may be set at a regular meeting (where a quorum is present) by a two-third's vote of members present. Fees and dues adopted shall be published in the Rotary News and shall remain in effect until changed as provided in this Article.

ARTICLE 7 **METHOD OF VOTING**

SECTION 1. Regular Business. The business of this organization shall be transacted viva voce except when otherwise directed by the Chair or as provided in Roberts Rules of Order.

SECTION 2. Elections. Election of Directors shall be by ballot as provided in Article I, 2. Ballots cast for less than one half the number of Directors to be elected are not valid and shall not be counted.

ARTICLE 8 **FOUR AVENUES OF SERVICE**

See Article 5 of the Constitution of the Rotary Club of Madison.

ARTICLE 9 **COMMITTEES**

SECTION 1. Appointment of Committees. The president shall, subject to the approval of the Board of Directors, appoint such committees as he or she deems necessary for the administration of club affairs.

SECTION 2. President an Ex Officio Member. The president shall be ex-officio a member of all committees.

SECTION 3. Committee Authority. Each committee shall transact such business as is authorized by the president or the Board of Directors. Except where special authority is given by the Board of Directors, such committees shall not take final action until a report has been made to the Board and approved by it.

ARTICLE 10 **DUTIES OF COMMITTEES**

See Section Two of the Policy Manual of the Rotary Club of Madison.

ARTICLE 11 **LEAVE OF ABSENCE**

The board may excuse a member from attending club meetings by granting a leave of absence for a specific period of time. The member must request such leave in writing setting forth good and sufficient cause. "Good and sufficient cause" shall be as defined in the Policy Manual. Except as provided in Article V, Sec. 4 and 5, the member will be responsible for the luncheon expense unless relief from the expense is requested by the member and the leave extends at least six weeks.

ARTICLE 12 **FINANCES**

SECTION 1. Deposit of Funds. The secretary shall deposit all funds of the Club in one or more financial institutions to be named by the Board of Directors.

SECTION 2. Bill Payment and Audit. All bills shall be paid only by checks signed by the Treasurer or Assistant Treasurer upon vouchers signed by the President and the Secretary. A thorough audit or review by a certified public accountant or other qualified persons shall be made once each year of all the Club's financial transactions.

SECTION 3. Officer's Bond. Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

SECTION 4. Fiscal Year. The fiscal year of this Club shall run from July 1st to June 30; and for the collection of member's dues, luncheon expense and for the payment of per capita tax and magazine subscriptions to Rotary International each fiscal year shall be divided into semi-annual periods beginning respectively July 1 and January 1.

SECTION 5. Budget. At the beginning of each fiscal year the Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which having been agreed to by the Board, shall stand as the limit of expenditures for the respective purpose unless otherwise ordered by action of the board.

ARTICLE 13 **METHODS OF ELECTING MEMBERS**

SECTION 1. Open Classifications. The Classification Committee may at any time recommend to the Board the opening of any vacant classification. Such recommendation shall be reported to the Board of Directors at its next meeting.

SECTION 2. Approval of Classifications. The Board of Directors may approve or disapprove the opening of any classification. If approved, the Secretary shall publish the open classification in The Rotary News for two consecutive weeks which shall be an invitation to any active member in good standing to nominate for membership under the open classification any eligible person. Such nomination shall follow forms and procedures established by the Board.

SECTION 3. Procedure for Membership Approval. The Classification Committee shall meet within one week after the second publication of the open classification and shall determine whether or not the proposed new member or members, if there be more than one nomination for the same classification, come under the open classification. If they do come within the classification the committee shall make an investigation as to the character, business, social standing and general eligibility of the proposed new member or members and nominate a candidate for membership. [See Article V of the Constitution and Article XII of the Bylaws.] The committee shall then report its recommendation to the Board of Directors. The Board shall review the action of the committee and shall sustain or reject the report or refer it back to the committee for further consideration and action.

If the Board of Directors approves the nomination, the proposer shall be notified by the Secretary.

After the application has been secured from the proposed new member the Secretary shall publish same in The Rotary News, giving the name of the candidate, the firm represented and the classification under which the candidate seeks membership. 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 the member's objections.

After the expiration of the ten days the Board shall meet and consider such objections as may have been submitted, if any. It shall then proceed to ballot, and if not to exceed three negative votes are cast,

the proposed member shall be considered duly elected, provided that a majority of the directors present vote in the affirmative.

The proposer of the applicant shall then be notified by the Secretary of the applicant's election or rejection.

SECTION 4. Honorary Members. The names of proposed candidates 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 an active member, no signed application being required.

ARTICLE 14 **RESOLUTIONS**

No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board of Directors. Such resolution or motions, if offered at a Club meeting, shall be referred, without discussion, to the Board, which after having given consideration to the matter, shall submit its recommendations to the Club. Having received the recommendation of the Board, the Club may then proceed to take such action as may seem proper to the majority.

In order that there may be sufficient time for the scheduled program at Club meetings, only matters directly pertaining to the affairs of the Club may be presented at any meeting, but suitable notices or announcements may be printed in The Rotary News.

ARTICLE 15 **OFFICERS AND DIRECTORS LIABILITY**

SECTION 1. Liability of Directors and Officers. No person shall be liable to the Club for any loss or damage suffered by it on account of any action taken or omitted to be taken by that person as a director or officer of the Club except as otherwise provided by law.

SECTION 2. Indemnity of Officers and Directors. Every person who is or was a director or officer of the Club (and the heirs, estate and personal representative of such person) shall be indemnified by the Club against all costs, damages, expenses and liability asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of the person being or having been such director or officer unless such indemnification is prohibited by law.

The Club, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee or former employee of the Club with respect to any action taken or not taken in his or her capacity as such employee.

The foregoing rights of indemnification shall be in addition to all rights to which officers, directors or employees may be entitled as a matter of law.

ARTICLE 16
MEMBERSHIP IN AND CONTRIBUTIONS TO OTHER ORGANIZATIONS

In conformity with the long established Rotary International policy, every member of the Club is encouraged to take such part as an individual in the work of any other organization as he or she sees fit. However, except with the approval of the Board of Directors: (i) no member of this Club shall be appointed to represent the Club officially in any other organization and (ii) this Club shall not make any financial contribution as a Club to the work of any other organization.

ARTICLE 17
CONDUCT OF MEETINGS

Except where otherwise specified in the Constitution or Bylaws, the conduct of meetings shall be governed by the latest edition of Roberts Rules of Order.

ARTICLE 18
AMENDMENTS

SECTION 1. Procedure. These By-Laws may be amended at any regular meeting of the Club, a quorum being present, by a two-third's vote of all members present, provided however, that such amendment shall be offered in the preceding meeting.

SECTION 2. Limitation. No amendment or addition to these by-laws shall be made which is not in harmony with the Articles of Incorporation or the Constitution of this club and with the Constitution and By-Laws of Rotary International.

As of Feb. 11, 2008

ROTARY CLUB OF MADISON POLICY MANUAL

The following policies and practices have been in effect, generally, for long periods of time and have become part of the Club's "common law." In most cases they have been adopted as resolutions of the Board of Directors. They have been reviewed, edited, and revised by the Board of Directors, and ratified by the Board on April 1, 1991, May 6, 1991, November 6, 2000 and February 4, 2008. The policies shall remain in effect until changed by the Directors or the membership.

As recommended by the Club Board of Directors and approved by the membership, the Club Secretary shall compile and maintain a Policy Manual that includes club policies and practices, such as board resolutions, that are not incorporated into the Constitution or Bylaws. (5/17/00)

ATTENDANCE. [Policy Statement adopted November 7, 1988]

- A. In the event any active member of the club has not attended at least 50% of the meetings on a semi-annual basis, or has been absent from four consecutive meetings, the member shall be notified in writing of such default, the notice to recite the percentage of attendance of such member, or the dates of four successive absences from meetings. (This policy does not apply to members excused from attendance under the Club's Constitution, Article VIII, Section 2b.)
- B. The notice shall inform the member that the member's attendance in the next six months must be 50% or better or the member's membership will be terminated. Attendance of less than 50% during the next six month period will result in automatic termination of membership.
- C. Any member who anticipates he or she will be unable to meet the required attendance in the next six months, may submit a written request to the Board of Directors to be excused from meeting the attendance requirements for "good and sufficient reason."
- D. "Good and sufficient reason" shall include without limitation:
 - 1. Health related problems, involving the member or member's immediate family.
 - 2. Unusual or extended travel, related to the member's business, including such matters as a change of employment, a special assignment or other employment-related cause requiring unusual absence or commitment not exceeding a year.
 - 3. Community service responsibility or responsibilities, requiring an unusual commitment of time and effort, but not to exceed one year.
 - 4. Absence from the country, and being in a location where it is difficult, uncertain or impossible to achieve "make-up" via attendance at meetings of other clubs.
 - 5. other extraordinary circumstances determined by the Board of Directors to be reasonable grounds for excusing absences.
- E. It shall be the policy of the club that members with 100% attendance up to the point of a medical disability which prevents attendance, may be given credit to honor and maintain their attendance performance in the club records and summaries. (B/D 4/6/87)

BOARD MEETINGS: ATTENDANCE POLICY FOR DIRECTORS. [B/D 12/8/98, effective 7/1/99]

- A. **MEETINGS.** The RCM Bylaws provide that “regular meetings of the Board of Directors shall be held semi-monthly on such days as the Board shall determine.” By tradition, the main activity of the Board is conducted on the first Monday of each month. The second meeting is usually after a regular noon meeting of the Club in the middle of the month. For the purpose of this Policy the first meeting of each month shall be designated as the Primary meeting and the mid-month meeting shall be designated as the Secondary meeting. Other meetings shall be designated as Special meetings.
- B. **ATTENDANCE.** It is the responsibility of every Director to attend all Board meetings. If a Director is too busy with other matters or is otherwise unable to attend regularly, then in the interests of the Club, the opportunity should be passed on to a member that will be able to meet the leadership responsibilities.
- C. **TERMINATION FOR NON-ATTENDANCE.** The term of office for a Director shall automatically terminate upon the occurrence of any of the following:
1. Missing three Primary meetings in succession.
 2. Missing any four Primary meetings in a Rotary year.
- D. **INTERPRETATION.** It is intended that this policy have no exceptions, such as absences excused for good cause. An absentee Director will be replaced.

CLASSIFICATION: Principles of membership

The organizing principles of the Club’s membership are:

- Worthy businesses, organizations, and professions,
- Represented by owners, professionals, executives and/or leaders of good character and reputation, with a preference for those who have achieved significant status, recognition or success in their businesses, organizations, professions, or community, and
- A diversity that mirrors the business, organizational and professional leadership of the greater Madison community.

The Club’s members are leading representatives of the community’s worthy businesses, organizations, and professions. To assure that the Club’s members represent the diversity of our community’s businesses, organizations and professions, the Club groups the various businesses, organizations and professions into broad classifications with the goal of securing community leaders from all those classifications among the Club’s members.

Limitations upon the number of members from a single business, organization or profession and the number of businesses, organizations and professions in a single classification are, by their very nature exclusionary, but these limits are central to the Club’s objective (recognized in the Club’s nondiscrimination

statement) of continually striving to have the Club's membership mirror the business, organizational and professional leadership of the greater Madison community.

The long-term interests of our Club require that the Classification Committee and Board of Directors encourage in particular proposals for the admission of qualified individuals actively engaged in a business, organization or profession.

- A. QUALIFICATIONS OF ACTIVE MEMBERS. Each active member of the Rotary Club of Madison shall be an adult person of good character and good business and professional reputation, who:
1. Has achieved significant status, reputation or success in his or her business, organization or profession; and
 2. Has a place of business or residence located in the city of Madison or the surrounding area; and
 3.
 - a. Is engaged as a proprietor, partner, corporate officer, or manager of a worthy and recognized business, organization or profession; or
 - b. Holds an important position in a worthy and recognized business, organization or profession or branch or agency thereof and having executive capacity with discretionary authority; or
 - c. Has retired from a position identified in paragraph (a) or (b) of this subsection [RCM Const. Art. VI, Sec. 3; RI Const. Art. V, Sec. 2]; or
 - d. Is a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary; or
 - e. Has the status of Rotary Foundation alumnus as defined by the board.
- B. LIMITATIONS ON ACTIVE MEMBERSHIPS.
1. Club not to exceed 550 active members. The Classification Committee may not recommend a person for membership if the Club's active members number five hundred and fifty or more. [Limitation of 550 members adopted by Board of Directors November 2, 1987.]
 2. Other service clubs. In order to comply with the obligations of membership in our Rotary club, a Rotarian should not belong to similar community or service clubs which would substantially reduce the member's opportunity to comply with the obligations of members. Existing members of our Rotary club who wish to join a similar community or service organization should seek prior approval from the board of directors. The membership of any member may be terminated by the board of directors for any good cause. This could include not fulfilling the obligations of Rotary club membership due to continued membership in another service club.
 3. Membership in other Rotary Club. A member may not be a member of any other Rotary Club except as an honorary member. [RCM Const. Art. VI, Secs. 5 and 6]

C. HONORARY MEMBERSHIPS FOR PUBLIC OFFICIALS AND DISTINGUISHED CITIZENS.

1. Privileges and limitations. The Board of Directors may elect to honorary membership a person who has distinguished himself or herself by meritorious service in furtherance of Rotary ideals. An honorary member does not hold a classification, has no vote, may not hold an office in the Club, is not entitled to any right or privilege in another Rotary club, except for the right to visit other clubs without being the guest of a Rotarian, and is exempt from the payment of admission fees and dues; but is not exempt from payment of luncheon fees or other obligations. An honorary member may attend all meetings of the Club, enjoy all other privileges of the Club including membership on a committee, and may hold an honorary membership in more than one club. [RCM Const. Art. VI, Sec. 6 and 7.]
2. DURATION OF HONORARY MEMBERSHIP. The Board may determine the term of an honorary membership, and the membership automatically terminates at the end of that term. [RCM Const. XI, Sec. 2 (c)] It has been the Club's practice to cause all honorary memberships then in existence to expire annually on June 30, subject to renewal by the Board of Directors. A person elected or appointed to an office or position for a fixed term or who serves at the pleasure of a person elected or appointed to an office or position for a fixed term, may be admitted as an honorary member to represent that office or position only for so long as he or she shall hold it. In any event, the Board may revoke an honorary membership at any time, [RCM Const. XI, Sec. 2 (c)].

D. CLASSIFICATION CONSIDERATIONS.

1. Classification to represent the activity of the organization with which the member is associated or to fairly reflect a member's business or professional activity. The Club's constitution requires that a member's classification be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that describes the member's principal and recognized business or professional activity. [RCM Const. VII, sec. 1] In this connection it is the Club's policy to classify medical doctors engaged in the practice of medicine as "physicians" regardless of their affiliation with the University of Wisconsin or other institution. [Policy of Board of Directors December 7, 1992 and January 8, 1996.]
2. Limitation on number of members from a single classification. To foster diversity of membership the Classification Committee may not consider for membership a person whose fair and appropriate classification is already represented in the Club by 10% or more members, not counting members who are retired. [RCM Const. Art. VII, Sec. 2 limits membership in a classification to 10% of the Club's membership. Members who are retired are not included in the total number of members of the classification. To increase diversity of classifications represented in the Club, the Board of Directors may establish limit the number of members in a classification to a number smaller than 10% of the Club's members.]

3. Limitation on number of members from same business or organization. To foster diversity of membership the Classification Committee may not consider a person for membership if the business, organization, or institution with which the member is associated is already represented in the Club by six or more members, not counting members who are retired. [Since at least November 1997 the Club's policy has been to limit the number of lawyers from one firm to six. This restatement extends the principle to all firms and institutions.] For the purpose of this policy,
 - a. University of Wisconsin. Each college, school, academic department, or distinct administrative unit in the University of Wisconsin system is a separate institution. For example, the law school, the medical school, the school of veterinary medicine, the college of letters and sciences and its departments, the office of the chancellor, and University of Wisconsin System administration is each a separate institution.
 - b. Courts. The Supreme Court of Wisconsin, the Court of Appeals, and the Dane County Circuit Court, and any municipal court is each a separate institution.
 - c. Other state departments, commissions, and independent agencies. Each department, commission, independent agency, or authority of state government is a separate institution.
 4. Community service organization volunteers. The Club may loan the classification "community service organization", a classification reserved for persons who have distinguished themselves by years of service as unpaid volunteers in a variety of community service organizations.
 5. Rotary Foundation alumni shall be defined as individuals who have participated in a Rotary Foundation of Rotary International funded program. Examples include Group Study Exchange, Ambassadorial Scholarship, Matching and Individual Grant Programs.
 6. Holders of Public Office. As described in the Club's Constitution, persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office, nor shall any staff members of partisan positions be eligible for active membership. This restriction shall also apply to employees of such elected or appointed public officials, but shall not apply to persons appointed to a nonpartisan position by a board or committee of such officials. This restriction shall not apply to persons holding positions or offices in schools, colleges or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.
- E. CHANGES IN RESIDENCE OR EMPLOYMENT. Membership terminates automatically when a member no longer meets the qualifications for membership, except that:

1. Retirement from business or practice of profession. A member who retires from paid professional or business activity may continue his or her membership in the Club without change of classification. [RCM Const. Art. VI, Sec. 3; RI Const. Art. V, Sec. 2]
 2. Change of residence or location of business. With the permission of the Club Board of Directors, a member who ceases to reside or have a place of business in the city of Madison or the surrounding area may continue membership in the Club if the member remains active in the same classification and continues to meet all other conditions of membership. [RCM Const. Art. VI, Sec. 3; RI Const. Art. V, Sec. 2]
 3. Change of business or employment. A person whose employment is lost may, as long as he or she meets all other conditions of membership, retain that classification. [RCM Const. Art. VI, Sec. 3; RI Const. Art. V, Sec. 2]
- F. REQUIREMENTS AND CONSIDERATIONS FOR INDIVIDUALS. Two or more sponsors required. The Classification Committee may not consider a nomination for membership unless two or more members who know the nominee and attest to the nominee's good character and business or professional reputation sponsor the nomination. [Policy statement adopted May 6, 1992]

COMMUNICATIONS TO CLUB MEMBERSHIP

- A. CLUB MEETINGS: It is the policy of the Rotary Club of Madison that materials not to be distributed at Club meetings. Exceptions to this policy may be made by the Board or by the Executive Director and Club President, if the material to be distributed: 1) is from and on behalf of a Club committee or fellowship group and pertains to Club business; or 2) pertains directly to that meeting's program and distribution is requested by the program presenter and would not interfere with meal service, consumption or cleanup. [B/D 9/7/99; revised 10/6/08] Fundraising events or campaigns sponsored by non-Rotary organizations may not be promoted at Club meetings, but may be communicated to Club membership pursuant to the Club's Policy on Promotion of Non-Rotary Fundraising Events. [B/D 10/6/08]
- B. EMAIL: The Club office is authorized to email a weekly meeting reminder to club members and include any other information pertinent to the entire membership. Club Committees and Fellowship Groups are encouraged to utilize the club's Web site, flyers and table tent reminders at club meetings as well as the newsletter to communicate with the entire membership, except that fundraising events or campaigns sponsored by non-Rotary organizations may not be promoted by communications to Club membership, including by email, except pursuant to the Club's Policy on Promotion of Non-Rotary Fundraising Events. Committees, fellowship groups and any other Rotary requests to email a communication to all club members shall require board approval in advance. Exceptions to this policy may be made by the Executive Director and Club President. (B/D revised 10/6/08)
- C. ROSTER: The club membership roster is for Rotary purposes only and is not for distribution to non-Rotarians, nor is it to be used as a commercial mailing list. Therefore Rotarians will not use or make it possible for anyone to use the directory for commercial or non-Rotary purposes.

CONFLICTS OF INTEREST (Rev. B/D 8/7/2006):

COMMUNITY GRANTS AND INTERNATIONAL GRANTS COMMITTEES: No club member shall serve on the Community Grants Committee or the International Grants Committee if such committee is considering a funding or grant request from any organization on which said club member or a member of his or her household is (1) a board member, trustee, director or officer; (2) a consultant or contractor to the organization; (3) actively involved in the formulation of the funding request; or (4) a management or executive employee of the organization.

DEFINITION OF TERMS: As used herein, the term "immediate family" means the member's spouse, parents, grandparents, children, step-children, grandchildren, step-grandchildren, siblings, and the spouses of each. In addition, the term "household" means a domestic unit consisting of a family who live together along with non-relatives.

DIRECTORS, TRUSTEES AND COMMITTEE MEMBERS: No club member serving as a Rotary Club of Madison Director, a Madison Rotary Foundation Trustee, or a member of any committee of the Club or Foundation, shall participate in the discussion of or vote upon any award or other funding for the benefit of the immediate family of the member or any funding or grant request from any organization on which said club member or a member of his or her household is (1) a board member, trustee, director or officer; (2) a consultant or contractor to the organization; (3) actively involved in the formulation of the funding request; or (4) a management or executive employee of the organization.

DISTRIBUTION OF MATERIALS AT CLUB MEETINGS ~~It is the policy of the Rotary Club of Madison that materials not be distributed at Club meetings. Exceptions to this policy may be made by the Board or by the Executive Director and Club President, if the material to be distributed: 1) is from and on behalf of a Club committee and pertains to Club business; or 2) pertains directly to that meeting's program and distribution is requested by the program presenter and would not interfere with meal service, consumption or cleanup. [B/D 9/7/99]~~

E-MAIL COMMUNICATIONS REGARDING CLASSIFICATION COMMITTEE The Classification Committee and Board of Directors are authorized and encouraged to use e-mail in order to expedite the review of and designation of member classifications. [B/D 4/2/01]

FINANCIAL TRANSACTION PROCEDURES

DISBURSEMENTS:

1. Executive Director prepares checks on a semi-monthly basis, writing check number on each bill and stamping "paid." The stamper prints in red that the invoice is "paid" and the check number is inserted. The treasurer reviews checks to actual bills to verify that this stamp appears.
2. Treasurer or Assistant Treasurer compares checks against the bills listing and signs checks. Bill copies are provided along with the checks for Treasurer or Assistant Treasurer to review. Person reviewing billings should review in particular the hotel billing to ensure ticket #s match dollar amounts collected at luncheons. (As of 2006, Payroll Data Services processes the staff's payroll.)
3. It is recommended that the outside accountant, during the annual review process, drill down to review a set number of checks to compare invoices against actual checks. The Executive Director will provide an annual printout of checks in numeric order for outside accountant to verify check sequencing.

- Executive Director provides the Club Board of Directors and Budget & Finance Committee Chair with a financial report (budget against actual) and a listing of all bills paid on a quarterly basis. Budget Committee Chair will verify numeric sequencing of checks.
4. Bank mails monthly statements directly to accountant who reconciles each statement.

DEPOSITS:

1. Executive Assistant prepares listing of names/amounts paid for each deposit, categorizes and prepares deposits.
2. Executive Director reviews each deposit and posts the category amounts.
3. Administrative Assistant makes actual deposit in bank and brings receipt back to office for permanent records.
4. Bank mails monthly statements directly to accountant who reconciles each statement.
5. All cash collected for Rotary special events and fellowship group outings will be kept in locked drawer in the Rotary office until deposited. A copy of the deposit from each event should be attached to the back of the invoice for the event to compare totals of income/expense.

WEEKLY LUNCHEON CASH TRANSACTION: Each week, cash collected at the door for meals and for MRF fines is applied towards hotel bill. A check is written for the remainder owed to the hotel. Rotary staff should ensure that cash box is not left unattended during luncheon.

1. Ticket Count: For each meal served, the hotel receives a ticket. These tickets are counted (total for each color group) by the hotel and printed on the weekly billing statement.
 2. There are seven ticket colors: white = regular pre-paid member, no money collected; gold = senior active excused prepaid ticket, no money collected; pink = guest of club, no money collected; green = international guest, no money collected; blue = senior active excused/life member, money collected; orange = visiting Rotarian, money collected; yellow = guest of member, money collected. Total of money collected for blue, orange and yellow should match meal cash paid to hotel. On an annual basis, the outside accountant should include a review of random checks to Inn on the Park to verify these numbers against the total dollars collected.
 3. Cash Collected: Executive Director and Executive Assistant count cash collected from meals and MRF fines. Meal cash collected should match money collected for blue, orange, and yellow tickets as shown in the ticket breakdown listed on the hotel bill.
 4. MRF Fines Collected is reviewed by the Club President on a quarterly basis.
5. ANNUAL FINANCIAL REVIEW: A financial review (not an audit) of club records is prepared on an annual basis.
 6. EMPLOYEE DISHONESTY INSURANCE: The Club carries a policy for Employee Dishonesty Insurance that covers all three employees with a limit of \$100,000. The Foundation is included in the coverage.
 7. DIRECTOR & OFFICER LIABILITY INSURANCE: The Rotary Club of Madison and Madison Rotary Foundation carry Director & Officer Liability Insurance with a \$2 million per loss limit, including employment practices liability insurance added Sept. 2007. (Carrier is The Cincinnati Insurance Company.)
 8. RESERVE FOR CONTINGENCIES: It is the policy of the Rotary Club of Madison to maintain unrestricted undesignated net assets of at least 25% of the annual operating expenses. (Revised 11/2/09)

9. **CENTENNIAL PROJECT:** On May 5, 2008, the Club Board of Directors approved a motion to designate \$50,000 from the club's net assets for the Rotary Club of Madison's Centennial Project over the next five years, contingent upon the unrestricted undesignated net assets of the club not going below 25% of the total annual operating expenses per the board's policy. An amount of \$10,000 will be deposited into a special account by June 1 of each year, beginning in June of 2009 and continuing through June of 2013. The \$50,000, plus the interest earned on the account, will be applied to the Rotary Club of Madison's Centennial Project. The Madison Rotary Foundation has agreed to also commit \$50,000 to the club's Centennial Project, following the same funding plan as noted for the club. (Revised 11/2/09)

HONORARY MEMBERSHIP ELECTION. Honorary membership shall automatically terminate on the thirtieth day of June next after the date of election. However, the board in its discretion may, by resolution, from year to year continue such honorary membership for the ensuing year. [B/D 9/3/02]

LIFE MEMBERSHIP. Any member reaching the age of 80 and having been a member of the Rotary Club of Madison for 30 years shall be designated as a life member, shall no longer have to pay local dues, but shall pay RI dues through the club and shall have no attendance requirement.

MAKE-UPS AUTHORIZED AS "CLUB SERVICE PROJECT". The Club Board of Directors may designate a "Club Service Project" make-up as noted in our club's Constitution, Article VII, Section 1 (a) (vi) if: 1) the dominant purpose of the project is service to others or to the Club; and 2) participation in the project fosters fellowship among members of the Club. The club office shall keep an up-to-date listing of meetings which qualify as make-ups" under this policy as approved by the Club Board of Directors. If a member submits a request for a make-up not currently on the listing and a delay in response would be of substantial inconvenience, the Executive Director may, with the advice of the Club President, approve the request, if it falls within the above noted guidelines. The Executive Director will report any such approvals to the board at their next scheduled meeting. See Appendix B for listing of meetings which qualify as make-ups under this policy as of July, 2000 [B/D 5/1/00]

MEAL CREDIT. Even if a member has not applied for (or doesn't qualify for) a waiver of the 60% minimum attendance requirement, the Club will, in most instances, be glad to suspend the lunch charges and credit a member with the cost of meals which are prepaid but he/she is not able to attend. The credit will appear on the dues statement for the billing period beginning after the request has been received and approved by the club office. The credit is available when requested in advance for six or more consecutive lunches and any one of these circumstances apply:

1. Health related problems;
2. Unusual or extended business travel;
3. Community service responsibilities; and
4. Absence from Dane County. [B/D 3/6/00]

MEMBERS IN THE NEWS CRITERIA.

- A. The club's "Members in the News" column highlights the positive business and professional activities and accomplishments as well as community service of the members. Items used have appeared in news print media, radio or television coverage. Paid advertisements are not included. Regular sources used are The Capital Times, Wisconsin State Journal, Isthmus, Madison Times, In Business and Madison Magazine. We rely upon the members to provide us with items appearing in sources not listed.
- B. A five-line maximum summary is the general rule.
- C. Members in the news are announced at club meetings if the member is present and if time allows. The items are printed in the newsletter as space allows. We reserve the right to prioritize and omit as necessary.
- D. Here is a listing of general guidelines: Issues covered are apolitical in nature; Items which emphasize the positive (negative or controversial issues not covered); Announcement of marriage of a member; Acknowledgment of the birth of a child to a club member and spouse; Hospitalization/get well wishes to a member; Condolences to a member who has lost a family member; Acknowledgment of a former member who has passed away; Items on a member's child when the activity is exceptional in nature; Members holding high profile positions are acknowledged when the item is outside of his/her regular business (such as a community service activity); Speaking engagements at other Rotary Clubs (unless on a frequent basis); In general, editorials as well as members appearing in their own regular column are not used; Occasionally, items about former Rotary Youth Exchange Students and Rotary Ambassadorial Scholars are placed at the bottom of this column sub-titled "And Others." [B/D 1/5/98]

NONDISCRIMINATION POLICY. In all its actions, including its actions as an employer and its selection of members, officer, and directors, the Rotary Club of Madison does not discriminate on the basis of race, gender, religion, color, creed, disability, sexual orientation, national origin, ancestry, age, or other basis prohibited by law. The Club continually strives to have its membership mirror the business and professional leadership of the greater Madison community [B/D 12/3/01]

PAUL HARRIS FELLOW CRITERIA. Criteria for granting or naming Paul Harris Fellows as club awards: District Officers; Club Members with exceptional service on Board or Committee assignments; Club Secretary after 5 years of service; Outgoing Club President; Foundation President or Secretary; an exceptional citizen who exhibits the principles of Rotary Service. [Rotary News, 2/26/77]

PAYMENT FOR PROGRAMS. The club will not pay a fee or expenses for any program unless approval for payment is given in advance by the Board of Directors. [B/D 1/4/60]

PROMOTION OF NON-ROTARY FUNDRAISING EVENTS:

Purpose Statement. It is the objective of this policy to balance the worthy interests of Rotary service and fellowship and members' generous philanthropy with a desire to limit requests for members' contributions to non-Rotary organizations and respect the Club's own fundraising and community grants process. For purposes of this policy and the Policy on Communications to Club Membership, a "non-Rotary organization" is an entity that is not directly affiliated with or sponsored by either Rotary Club of Madison or Rotary International.

Policy. It is the policy of the Rotary Club of Madison to allow members to use Rotary channels of communication to promote a fundraising event by a non-Rotary organization only as described below.

- A. **PROMOTION OF EVENTS.** Any Club member is permitted to place a notice on the Club's website (working through the Club office) to promote a fundraising event sponsored by a non-Rotary organization, so long as (1) the sponsoring organization satisfies the Madison Rotary Foundation's community grants guidelines relating to IRS section 501(c)3 status, non-religious purpose and nondiscrimination, and (2) the event provides a Rotary service or fellowship opportunity or otherwise has a Rotary connection, and (3) the inviting Rotarian expects to attend the event. The website notice will be posted for up to 30 days prior to the event, must include the name and contact information for the inviting Rotarian, and must clearly disclose any financial commitment or expectation related to attendance.

- B. **FELLOWSHIP GROUP OR COMMITTEE INVITATION.** If a Club fellowship group or committee seeks to promote or engage in a non-Rotary fundraising event as a group or committee activity, the group or committee chair is responsible for handling reservations and arrangements and for collecting and providing to the Rotary office attendance information for make-ups. Chairs may communicate directly with their fellowship group or committee members regarding such events (but not with the entire Club membership) by e-mail or written notice, and may communicate with the entire Club membership by website notice permitted under paragraph A. [B/D 10/6/08 & 4/6/09]

READMISSION FEE. Former members will pay a full readmission fee if they have been away from the club for 12 months or more. [B/D 11/16/83]

REPRESENTATION IN MADISON AREA SERVICE CLUBS COUNCIL. The Rotary Club of Madison (and all Rotary Clubs in the Madison area) participates in this confederation of service clubs. This is not believed to be the kind of organization contemplated in Article XIII of the Bylaws or the 1989 Manual of Procedure, pg. 5.

RESERVE FOR CONTINGENCIES: It is the policy of the Rotary Club of Madison to budget for a minimum reserve for contingencies of 25% of the budgeted operating and other expenses for the year. [B/D 5/7/07]

ROSTER USE. The club membership roster is not for distribution to non-Rotarians, nor is it to be used as a commercial mailing list. Therefore, Rotarians will not use or make it possible for anyone to use this directory for commercial or non-Rotary purposes.

ROTARY NEWS TO MEMBERS RESIGNING DUE TO ILL HEALTH. Any member who must resign from the club due to health reasons shall be offered a complimentary copy of The Rotary News. The resigned member shall be surveyed annually as to whether he/she wishes to continue receiving the newsletter. [B/D 8/2/99]

ROTARY NEWS TO SPOUSE OF DECEASED MEMBER. The spouse of any deceased member shall have a lifetime subscription to the Rotary News.

SPEAKER BOOK SALES AT LUNCHEONS. It is the policy of the Club Board of Directors to allow a seller authorized by the board to sell books of any speaker on the day of his/her speaking engagement at our Rotary luncheon when the net revenue or a majority thereof of such sales is benefiting our Madison Rotary Foundation. If the book the speaker desires to sell is not available through the board's authorized seller, alternate arrangements may be made through another source so long as the net revenue or a majority thereof of such sales is committed to be donated to the Madison Rotary Foundation. Until otherwise determined by the board, University Book Store is the authorized seller. [B/D 4/1/02; updated 12/7/09]

STAFF SALARIES AND ADMINISTRATIVE EXPENSES—PORTION PAID BY MADISON ROTARY FOUNDATION. The Rotary Club of Madison has entered into an agreement with the Madison Rotary Foundation Trustees whereby the club office will agree to furnish the Foundation certain services specified in a memorandum of understanding between the Club and the Foundation and whereby the Foundation will pay the Club 25% of the total administrative expenses as of the 2007-08 year (changed from 25% of the total salary and fringe benefits budgeted for the Rotary Club of Madison beginning with the 2002 – 2003 Rotary year). This agreement will be reviewed by the Club and the Foundation annually. [B/D 5/6/02, revised 8/6/07]

ROTARY CLUB OF MADISON YOUTH PROTECTION POLICY:

Intent: The Rotary Club of Madison, working with our Rotary District 6250, is committed to creating and maintaining a safe environment for all participants in Rotary activities. Rotarians, spouses or partners of Rotarians, and all other volunteers shall, to the best of their ability, safeguard the welfare of and prevent the physical, sexual, or emotional abuse of youth with whom they come in contact.

Youth Protection Committee and Officers: Our club has a Youth Protection Committee, which is responsible to ensure that our club is in compliance with the Rotary Club of Madison Youth Protection Policy. The Committee shall consist of six appointed members: the Club Youth Protection Officer (who serves as committee chairperson), three additional members who each serve a three-year staggered term, the Rotary Youth Exchange Officer (also known as RYE Committee Chair) and the Rotary Youth Exchange Inbound Counselor. The club's Youth Protection Committee will meet as needed throughout the year or conduct business via email, and the committee chair shall report to the Club Board of Directors at least once each Rotary year.

The club's Youth Protection Officer will review all club related applications and affidavit forms and will check applicable references of volunteers.

Rotary Youth Exchange: The Rotary Youth Exchange Officer shall arrange for all Youth Exchange host families to complete the *Host Home Application Form* and will conduct the host family interviews to determine the family's suitability for hosting youth. The Rotary Youth Exchange Officer shall submit a report regarding the interviews and will provide the completed Host Home Application form to the Club Youth Protection Officer.

Host families are required to complete a *Rotary District Youth Volunteer Affidavit* form every three years, authorizing the District to conduct background checks annually. Host families must also be trained in Rotary's youth protection policies.

The club's Youth Protection Officer will review all *Host Home Application* and *Youth Volunteer Affidavit* forms and will check applicable references of the volunteers.

Record Keeping: The Club Youth Protection Officer and Rotary Club of Madison Executive Director will ensure that all volunteer information and forms are kept confidential and that copies are stored in a secure and locked file in the Rotary office. Records in these files shall be discarded after five years if no longer needed.

Communication to Committees: The Rotary Club of Madison Youth Protection Committee has the responsibility of ensuring that our club's youth protection policy is communicated to Club committees and members that work with youth within Rotary-sponsored programs. These programs and committees include, but are not limited to: Community Grants, Community Projects, Ethics Symposium, Rotary Youth Exchange, Youth Awards (including RYLA), Vocational Opportunities and Madison Rotary Foundation Scholarship Committees.

Rotarian Contact with Youth: Members of the Rotary Club of Madison, along with their family members, may from time to time work with youth who participate in Rotary programs and/or committees. Except as outlined below, Rotarians and non-Rotarians working directly within Rotary-sponsored activities shall have at least two adults present at all times when working with youth during those activities. Prior to any one-on-one contact with youth, an approved *Rotary District Youth Volunteer Affidavit* form must be on file for the adult having such contact. (The form is available by contacting the Rotary office.) The *Affidavit* form, which shall be completed every three years, authorizes the District to conduct background checks annually.

When Rotarians who, on behalf of Rotary, volunteer to work with youth within other organizations, our club will rely on the sponsoring organization to ensure our members comply with their respective youth protection policies.

Training Materials: Rotarians and non-Rotarians who work one-on-one with youth, youth exchange students and/or who serve as a host family will receive training materials about Youth Protection and how to respond to an abuse or harassment allegation as required by Rotary's youth protection policies.

Reporting Guidelines: All allegations of abuse or harassment will be taken seriously and will be handled in accordance with the Youth Protection - Sexual Abuse and Harassment Allegation Reporting Guidelines developed by our Rotary District 6250. Any issues that might arise shall be brought to the attention of our club board of directors immediately by the Youth Protection Officer or the club's Executive Director.

Definitions:

Youth are defined as children and adolescents under the age of 18 who are involved with any Rotary-sponsored program.

Sexual Abuse refers to engaging in implicit or explicit sexual acts with a student/youth, or forcing or encouraging a student/youth to engage in implicit or explicit sexual acts, alone or with another person of any age of the same sex or the opposite sex. Additional examples of sexual abuse could include, but are not limited to: Non-touching offenses, indecent exposure, exposing a student to sexual or pornographic material.

Sexual Harassment refers to sexual advances, requests for sexual favors, or verbal or physical conduct of a sexual nature. In some cases, sexual harassment precedes sexual abuse and is a technique used by sexual predators to desensitize or "groom" their victims. Examples of sexual harassment could include, but are not limited to: Sexual advances or language, explicit or implicit, Sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one's sex life, and comments about an individual's sexual activity, deficiencies, or prowess, Verbal abuse of a sexual nature, Displaying sexually suggestive objects, pictures, or drawings, Sexual leering or whistling, any inappropriate physical contact, such as brushing or touching, obscene language or gestures, and suggestive or insulting comments, Unwanted sexual overtones. [B/D 6/1/09]

SECTION TWO -- COMMITTEE POLICIES

(A current list of committees and mission statements are included in a separate booklet)

Committees shall be established and maintained as needed. Unless otherwise provided in the establishment of a committee, its chair shall be appointed by the President with the approval of the Board. The President or the Board shall provide each committee with a mission statement. Committees may include appointed members as well as additional volunteer members selected by the chair. The chair shall call a meeting of the committee's appointed members at least once per year, in July, to review and establish goals for the committee. The chair will schedule additional meetings as necessary and will invite all committee members to attend to assist in carrying out the goals of the committee. Current committees and mission statements are set forth in Appendix A.

The following committees (except Personnel) were established under former Bylaws and are of long standing.

Committees will follow our club's Youth Protection Policy (see Youth Protection Policy listing in this manual for more details).

BUDGET AND FINANCE COMMITTEE.

- A. This committee shall include twelve members with the president appointing four members annually for three-year staggered terms.

- B. This committee shall annually prepare a budget showing the expected revenue and proposed disbursements of the Club for the ensuing fiscal year. Such budget shall be presented to the Board of Directors as soon as possible after the beginning of each fiscal year, and when adopted by the Board no officer or committee shall exceed the amount therein prescribed for any particular purpose, without obtaining in advance the express approval of the Board.

CLASSIFICATION COMMITTEE.

- A. **Composition.** The Classification Committee shall comprise the two immediate past presidents and three members appointed by the president and ratified by the board. The appointed members will serve staggered three-year terms and have at least five years of Rotary membership prior to appointment. The most senior past president shall chair the committee. [Policy statement adopted December 5, 1994]
- B. **Investigation of eligibility and assignment of classification.** This committee shall consider all nominations for membership and shall investigate the character, business, social and community standing, and general eligibility of all persons nominated for membership. [RCM Bylaws, Art. X, sec. 3] In this effort the committee may seek the assistance of members, especially the assistance of members who hold the classification to which the nominee's business or profession pertains. The committee shall determine whether there is an appropriate classification for the nominee and shall report its decisions on all nominations to the Board of Directors.
- C. **Regular review and adjustment of classifications.** The Classification Committee will at least annually review all the classifications authorized and ask the Club's Board of Directors:
 - 1. To withdraw classifications that the Committee recommends no longer be left open. (for example, to account for changes in business, to account for similar classifications that over time have encroached upon or usurped another classification, to account for classifications that although unfilled nevertheless must remain unfilled because the maximum number for that group has been met as could be the case with law or accounting);
 - 2. To modify classifications that the Committee recommends be modified. (for example, to better accommodate the classification system or to account for changes in business and business terminology);
 - 3. To authorize such additional classification as the committee recommends. [Policy statement adopted February 5, 2002]

COMMUNITY GRANTS COMMITTEE.

- A. This committee shall consist of 15 members, appointed by the President, who shall serve three year terms. In addition, one member of the Madison Rotary Foundation Board of Trustees, appointed by the President of the Foundation Board shall serve a one year term. The President shall appoint a committee chair from among the continuing members.

- B. This committee shall devise and effect plans and programs for such projects as are of a worthy nature in accordance with criteria established by the Foundation.

COMMUNITY PROJECTS COMMITTEE. This committee, concerned with projects that utilize our members' skills, talents and expertise as well as "hands-on" projects for the community, shall include twelve members with the president appointing four members annually to serve three-year staggered terms.

ETHICS SYMPOSIUM COMMITTEE. This committee, charged with organizing the annual ethics symposium, shall include nine members with three appointed annually by the president to serve three-year staggered terms.

INTERNATIONAL PROJECTS AND PROGRAMS COMMITTEE. This committee, concerned with creating a framework for identifying and selecting our club's international service projects and using Rotary International programs to leverage our contributions financially, shall include twelve members with the president appointing four members annually to serve three-year staggered terms.

MEMBER DEVELOPMENT COMMITTEE. The Committee will be comprised of at least five members, including a Chair, a Vice Chair (who would become chair the next year), a board liaison, and the chairs of the Orientation and Classification Committees. The majority of members should have more than three years experience with the club, and efforts should be made to include at least one former board member and past-president of the club.

ORIENTATION COMMITTEE. This committee shall devise and carry into effect plans for imparting to the members, especially the new members, an adequate understanding of the privileges and responsibilities of members and of the history, objects, scope, administration and meaning of Rotary. This committee, which provides a high quality orientation program for new members, shall include twelve appointed members. The President will appoint four members annually to serve three-year staggered terms. It is suggested that appointed members have been in Rotary at least five years and have served on the Club Board of Directors.

PERSONNEL COMMITTEE. This committee shall consist of the president, immediate past president, president-elect and three club members with the president selecting one member annually to serve a three-year staggered term. The three non-officer members should be selected because they have recognized expertise in personnel management. The immediate past president shall chair the committee. Its purpose shall be to assure that staff members are fairly compensated and properly evaluated.

SWARSENKY HUMANITARIAN SERVICE AWARD COMMITTEE. This committee shall consist of six members as follows: The Immediate past chair of the Community Grants Committee shall service, and the president shall appoint the remaining five committee members, three being new appointments and the other two being continuing members from the previous year's committee, with one of the continuing

members being designated as chair. The committee members shall serve one-year terms from December 1 (immediately after the current year's award) to November 30 of the following Rotary year. No member shall serve more than three consecutive years. The committee should be staffed by the Executive Director.
[B/D 3/22/00]

VOCATIONAL OPPORTUNITIES COMMITTEE.

- A. This committee shall consist of a chair named by the president and not less than two other members; and in the event committees are appointed on particular phases of Vocational Service the chair of such committees shall be members of the Vocational Opportunities Committee.
- B. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. In the event committees are appointed on particular phases of Vocational Service, this committee shall supervise and coordinate the activities of such committees.

YOUTH AWARDS COMMITTEE.

- A. The President shall, subject to the approval of the Board of Directors, appoint a Youth Awards Committee. The Youth Awards Committee shall include twelve members who shall hold office for three years. Four new members shall be appointed each year.
- B. This committee shall acquaint itself, through surveys and by other means, with the needs of the youth life of the community. It shall recommend such action as it believes may promote the development of youths into good citizens and carry out such youths work as the club may authorize.
- C. The Board of Directors shall provide in the budget an appropriation for youth awards, which sum shall be expended for such specific purpose as the Board may determine upon recommendation of the Youth Awards Committee.

APPENDIX B
Rotary Club of Madison
MAKE-UP OPPORTUNITIES

If a member misses the Club's official weekly meeting, the Club will nevertheless credit the member for attendance at that meeting if within 14 days before or after that meeting the member attends another Rotary Club, District, or Rotary International meeting or the member participates in:

1. **COMMITTEE MEETING.** A Rotary Club of Madison committee meeting (ad-hoc and focus group meetings included).
2. **ORIENTATION.** A new member orientation as sponsor of a new member or as an orienter.
3. **NEW MEMBERS' EVENT.** A meeting or event for new members sponsored by the New Members committee or in a New Members' Roast committee meeting.
4. **FOUNDATION MEETING.** A meeting or committee meeting of the Madison Rotary Foundation (ad-hoc and focus group meetings included) when a member attends at the request of the Trustees.
5. **ETHICS SYMPOSIUM.** The Club's Annual Ethics Symposium.
6. **DIRECTORS' MEETING.** The Club's Board of Directors' primary monthly meeting when a member attends at the request of the Board or Executive Director.
7. **SERVICE CLUB OLYMPICS.** The Annual Service Club Olympics (automatic if designated as our official meeting of the week).
8. **SERVICE PROJECT.** *A Service project approved by the Club Board of Directors.*
9. **FELLOWSHIP GROUP ACTIVITIES.** PARTICIPATION IN ONE OF THE CLUB'S FELLOWSHIP GROUP EVENTS OR ACTIVITIES.
10. **COMMUNITY SERVICE.** *Participation in at least one hour of community service at an agency approved by our club's Community Projects Committee, including donating blood through our club's participation in the Red Cross "One-a-Week" Club.*
11. **ROTARACT CLUB.** PARTICIPATION IN A MEETING OF THE CLUB SPONSORED ROTARACT CLUB ON THE U.W.-MADISON CAMPUS.
12. **SPONSORING A NEW MEMBER.** SPONSOR A NEW MEMBER INTO THE ROTARY CLUB OF MADISON AND RECEIVE A MAKE-UP CREDIT WHEN THE NEW MEMBER JOINS OUR CLUB.
13. **E-CLUB.** VISIT THE ON-LINE ROTARY E-CLUB AT WWW.ROTARYECLUBONE.ORG. REVIEW ONE OF THE E-CLUB'S PROGRAMS AND COMPLETE THE ONLINE MAKE-UP CARD; SEND TO THE CLUB OFFICE.

MAKE-UP CREDITS ARE NOT AUTOMATIC. In order to receive an attendance make-up credit, a member MUST complete a make-up card (available at button box table at club meetings) or contact the club office (via e-mail at office@rotarymadison.org or phone 255-9164) and provide: 1) the name of the meeting or event and date; 2) date of the missed meeting in which the make-up should be credited. To qualify for a make-up, a committee's chair or fellowship group's chair should have arranged the event or meeting through the Club's office and the member claiming attendance credit should have participated substantially in the event or

meeting. The club generally counts as a make-up, a member's participation in an event that provides service to others and/or fosters fellowship among members. We welcome and encourage Rotarians' many forms of service and invite fellowship outside of regular Wednesday meetings. The Club's Executive Director may, with the advice and consent of the president or if the president is unavailable with the advice and consent of the vice president, interpret and apply this policy on make-up opportunities, and any member may rely on the Executive Director's interpretation. Any member may seek clarification of this policy from the Board.

Members can check their attendance record on the club's Web site in the members-only section: www.rotarymadison.org (Username is *member* and Password is *madison62*)

PS/Club Bylaws Constitution and Policy Manual/Club Constitution Bylaws and Policy Manual Dec 2007