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Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form**
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-1150

2009**Open to Public Inspection****A** For the 2009 calendar year, or tax year beginning **July 1**, 2009, and ending **June 30**, 20 **10****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization

Elmbrook (Brookfield) Rotary Club

Number and street (or P.O. box, if mail is not delivered to street address) Room/suite

P. O. Box 1014

City or town, state or country, and ZIP + 4

Brookfield, WI 53045-3677

D Employer identification number

39-1637293

E Telephone number

262 792 9942

F Group Exemption Number ►

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: ☐ Cash ☒ Accrual
Other (specify) ►**I** Website: ► www.elmbrookrotary.org**J** Tax-exempt status (check only one) — ☒ 501(c) (4) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**H** Check ► ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).**K** Check ► ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ► \$ **46,010.20****Part I** **Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	46,010.00
	4	Investment income	4	.20
	5a	Gross amount from sale of assets other than inventory	5a	
	b	Less: cost or other basis and sales expenses	5b	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ► <input type="checkbox"/>		
	a	Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
	b	Less: direct expenses other than fundraising expenses	6b	
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
b	Less: cost of goods sold	7b		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ► _____)	8		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	46,010.20	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	
	14	Occupancy, rent, utilities, and maintenance	14	
	15	Printing, publications, postage, and shipping	15	402.48
	16	Other expenses (describe ► See Statement #1 _____)	16	42,691.50
17	Total expenses. Add lines 10 through 16	17	43,093.98	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	2,916.22
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	1,937.01
	20	Other changes in net assets or fund balances (attach explanation)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	4,853.23

Part II **Balance Sheets.** If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	4,921.15	22 10,260.97
23 Land and buildings		23
24 Other assets (describe ► Accounts Receivable)	3,393.46	24 1,061.00
25 Total assets.	8,314.61	25 11,321.97
26 Total liabilities (describe ► Accounts Payable)	6,377.60	26 6,468.74
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	1,937.01	27 4,853.23

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 106421

Form **990-EZ** (2009)

SCANNED SEP 23 2010

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Part III Statement of Program Service Accomplishments (See the instructions for Part III.)What is the organization's primary exempt purpose? **Community service**

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28	Conduct weekly meetings and special events to encourage the ideals of service as a basis of developing high standards and to support qualified local, national and international civic programs.		
	(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	43,093.98
29			
	(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	
30			
	(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	
31	Other program services (attach schedule)		
	(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	
32	Total program service expenses (add lines 28a through 31a)	32	43,093.98

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Thomas Curl 2665 Buckingham Place, Brookfield, WI 53045	Director, 0 hours	-0-	-0-	-0-
Donald Down 2475 Almesbury Avenue, Brookfield, WI 53045	President & Director, 0 hrs	-0-	-0-	-0-
William Isbister 19300A W. McAllister Lane, Brookfield, WI 53045	Treasurer & Director, 0 hrs	-0-	-0-	-0-
Gordy Miller 17815 Colline Vue Court, Brookfield, WI 53045	Director, 0 hours	-0-	-0-	-0-
Erik Moeser N52 W17188 Hidden Lane, Menomonee Falls, WI 53051	Director, 0 hours	-0-	-0-	-0-
Kevin Roche W224 N2586 Ridgewood Lane, Waukesha, WI 53186	Director, 0 hours	-0-	-0-	-0-
Charley Shirley 16305 Patricia Lane, Brookfield, WI 53005	Director, 0 hours	-0-	-0-	-0-
Walter Smanski 20825 Vincent Drive, Brookfield, WI 53045	Vice Pres. & Director, 0 hr	-0-	-0-	-0-
Steve Stocker 1020 Grandview Drive, Elm Grove, WI 53122	Secretary & Director, 0 hrs	-0-	-0-	-0-
Jascha Walter 2781 S. Taylor Avenue, Milwaukee, WI 53207	Director, 0 hours	-0-	-0-	-0-
Donald Wilson 19160 Still Point Trail, Brookfield, WI 53045	Director, 0 hours	-0-	-0-	-0-
Mark Zalewski 8803 Greenhill Lane, Greendale, WI 53219	Director, 0 hours	-0-	-0-	-0-
Gary Zwirlein 1110 Lower Ridgeway, Elm Grove, WI 53122	Sgt. at Arms, Director, 0 hr	-0-	-0-	-0-

Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a -0-		
b	Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a		
b	Gross receipts, included on line 9, for public use of club facilities 39b		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ ; section 4912 ▶ ; section 4955 ▶		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ -0-		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ -0-		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶		
42a	The organization's books are in care of ▶ <u>William Isbister</u> Telephone no. ▶ <u>262 792 9942</u> Located at ▶ <u>19300A W. McAllister Lane, Brookfield, WI</u> ZIP + 4 ▶ <u>53045-3677</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	No
	If "Yes," enter the name of the foreign country: ▶		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
	If "Yes," enter the name of the foreign country: ▶		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

Part VI

Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

- 46** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I **46** ☐ **Yes** ☐ **No**
- 47** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II **47** ☐ **Yes** ☐ **No**
- 48** Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E **48** ☐ **Yes** ☐ **No**
- 49a** Did the organization make any transfers to an exempt non-charitable related organization? **49a** ☐ **Yes** ☐ **No**
- b** If "Yes," was the related organization a section 527 organization? **49b** ☐ **Yes** ☐ **No**
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

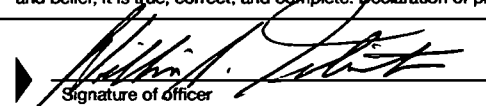
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000 **f** _____

- 51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 . . . **d** _____

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer		8/27/10 Date	
Paid Preparer's Use Only	William S. Isbister Type or print name and title		Preparer's identifying number (See instructions)	
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4		EIN	Phone no.

May the IRS discuss this return with the preparer shown above? See instructions ☐ **Yes** ☐ **No**

ELMBROOK (BROOKFIELD) ROTARY CLUB
FEIN 39-1637293
ATTACHMENT TO FORM 990-EZ

Statement #1
Part 1, line 16. Schedule of Other Expenses

District 6270 Dues	\$2,130.00
Rotary International Dues	4,766.55
Meal Expense	25,580.91
Sergeant at Arms Supplies	957.28
Public Relations	214.62
President-Elect Training	323.79
District Meetings	255.00
International Convention	2,074.34
Strategic Planning	534.70
Changing of the Guard Party	3,894.40
Web Site Management	365.95
Legal and Accounting	10.00
Xmas Gratuities	250.00
Chamber of Commerce Dues	175.00
Group Study Exchange	755.46
Inbound Youth Exchange	403.50
Total	<hr/> \$42,691.50

**BY-LAWS
OF
THE ROTARY CLUB OF ELMBROOK (BROOKFIELD), INC.
(Restated with all amendments through 5/14/10)**

**ARTICLE I
OFFICES**

Section 1. Principal Office. There shall be no permanent office of the Rotary Club of Elmbrook (Brookfield), Inc., hereafter called the "Corporation" or "Club". The principal office of the Corporation, however, shall be the residential address of the President of the Rotary Club of Elmbrook (Brookfield), Inc., whomever he or she may be, from time to time.

Section 2. Registered Office. The registered office of the Corporation required by the Wisconsin Non-stock Corporation Law may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to the registered office.

**ARTICLE II
OBJECT**

The object of the Corporation is, as a member Club under the direction and auspices of Rotary International, 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.

ARTICLE III MEETINGS

Section 1. Regular Meetings.

- (a) *Day and Time.* The Club shall hold a regular meeting once each week on Friday at 7:00 AM.
- (b) *Change of Meeting.* For good cause, the Board of Directors 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.
- © *Cancellation.* The Board of Directors may cancel a regular meeting if it falls on a legal 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 of Directors may cancel not more than four regular meetings in a year for causes not otherwise specified herein, provided that the Club does not fail to meet for more than three consecutive meetings.

Section 2. Annual Meeting. The Annual Meeting of the Corporation shall be held on the first Friday of December in each year, at which time the election of Directors and Officers to serve terms commencing with the beginning of the next fiscal year shall take place.

ARTICLE IV MEMBERSHIP

Section 1. General Qualifications. This Club shall be composed of adult persons of good character and good business or professional reputation.

Section 2. Kinds. The 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 Rotary International Constitution may be elected to active membership in the Club.

Section 4. Transferring of 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 causes may be elected to honorary membership in this club. The term of such membership shall be as determined by the Board of Directors. Persons may hold honorary membership in more than one club.
- (b) *Rights and Privileges.* Honorary members 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.

Section 7. Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible for 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.

ARTICLE V METHOD OF ELECTING MEMBERS

Section 1. The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board of Directors in writing, through the Club Secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2. The Board of Directors shall ensure that the proposal meets all the

classification and membership requirements of the Club.

Section 3. The Board of Directors shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the Club Secretary, of its decision.

Section 4. If the decision of the Board of Directors is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.

Section 5. If no written objection to the proposal, stating reasons, is received by the Board of Directors from any member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6. Following the election, the Club President shall arrange for the induction of the new member; the Club Secretary shall report the new member to Rotary International; and the Club shall provide appropriate literature for presentation at the induction.

ARTICLE VI CLASSIFICATIONS

Section 1. General Provisions

- (a) *Principal Activity.* Each member shall be classified in accordance with the member's business or profession. 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.
- (b) *Correction or Adjustment.* If the circumstances warrant, the Board of Directors 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 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 VII DURATION OF MEMBERSHIP

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

Section 2. Leave of Absence. Upon written application to the Board of Directors, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time, not to exceed six (6) months. Additional extensions of the leave of absence, again not to exceed six (6) months, may be granted by the Board of Directors. During the period of the leave of absence, the member granted the leave is required to pay quarterly charges for dues, or dues-related assessments.

Section 3. Automatic Termination.

(a) *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that:

- (1) The Board of Directors may grant a member moving from the locality of the 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 of Directors 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.

© *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term for such membership as determined by the Board of Directors. However, the Board of Directors may extend an honorary membership for an additional period. The Board of Directors may revoke an honorary membership at any time.

Section 4. Termination – Non-payment of Dues and other charges.

- (a) *Process.* Any member failing to pay dues and other charges within thirty (30) days after the prescribed time shall be notified in writing by the Club Secretary at the member's last known address. If the dues and other charges are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the Board of Directors.
- (b) *Reinstatement.* The Board of Directors 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 VI, Section 2.

Section 5. Termination – Non-attendance.

- (a) *Attendance Percentages.* A member must:
 - (1) Attend or make up at least sixty (60) percent of club regular meetings in each half of the year; and,
 - (2) Attend at least thirty (30) percent of this club's regular meetings in each half of the year.

If a member fails to attend as required, the member's membership shall be subject to termination, unless the Board of Directors consents to such non-attendance for good cause.
- (b) *Consecutive Absences.* Unless otherwise excused by the Board of Directors for good and sufficient reason, or pursuant to Article IX, Section 3 or 4, each member who fails to attend or make up four (4) consecutive regular meetings shall be informed by the Board of Directors that the member's non-attendance may be considered a request to terminate membership in this club. Therefore, the Board of Directors, by a majority vote, may terminate the member's membership.

Section 6. Termination – Other Causes.

- (a) *Good Cause.* The Board of Directors may terminate the membership of any member who ceases to have the qualifications for membership in the club, or for any good cause by a vote of not less than two-thirds of the members of the Board of Directors, at a meeting called for that purpose.
- (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 of Directors. The member shall have the right to appear before the Board of Directors to state the member's case. Notice shall be by personal delivery or by registered mail to the member's last known address.

- (c) *Filling Classification.* When the Board of Directors 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.

Section 7. Right to Appeal, Mediate, or Arbitrate Termination.

- (a) *Notice.* Within seven (7) days after the date of the Board of Director'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 Club Secretary of the intention to appeal to the Club, request mediation, or to arbitrate as provided in Article VIII.
- (b) *Date for Hearing of Appeal.* In the event of an appeal, the Board of Directors 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.
- © *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided in Article VIII.
- (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 8. Board Action Final. The action of the Board of Directors shall be final if no appeal to this club is taken and no arbitration is requested.

Section 9. Resignation. The resignation of any member from this club shall be in writing, addressed to the Club President or the Club Secretary. The resignation shall be accepted by the Board of Directors if the member has no indebtedness to this club.

Section 10. 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.

ARTICLE VIII ARBITRATION AND MEDIATION

Section 1. Disputes. Should any dispute, other than as to a decision of the Board of Directors, arise between any current or former member(s) and this club, any Club officer or the Board of Directors, 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 of Directors 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 Rotary International 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 of Directors 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 IX 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 for at least sixty (60) percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board of Directors 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 at least sixty (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 Rotary International, 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 Rotary International 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, and 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 of Directors; or
- (6) attends a Board of Directors meeting or, if authorized by the Board of Directors, 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 thirty (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-section (a) (3) of this section; or
- (2) serving as an officer or member of a committee of Rotary International, 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 Rotary International; or
- (5) directly and actively engaged in a district-sponsored or Rotary International – 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 of Directors 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 this 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 of Directors. The Board of Directors 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 eighty-five (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 of Directors has approved.

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

Section 5. Attendance Records. Any member whose absences are excused under the provisions of Sections 3 or 4 of this article shall not be included in the membership figure used to compute this club's attendance nor shall such absences or attendances be used for that purpose.

ARTICLE X BOARD OF DIRECTORS

Section 1. Authority. The governing body of this corporation (Club) shall be the Board of Directors, elected in accordance with Article XI of these ByLaws. The Board of Directors shall have general control over all officers and committees and, for good cause, may declare any office vacant. The decision of the Board of Directors in all Club matters is final, subject only to an appeal to the Club. If appealed, a decision of the Board of Directors shall be reversed only by a two-thirds vote of the Members present, at a regular meeting specified by the Board of Directors, provided a quorum is present and notice of the appeal has been given by the Secretary of the Club 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 2. Composition. The Board of Directors of this corporation (Club) shall consist of two types of Directors, (1) those directly elected by the Members, and (2) those indirectly elected by the Members, serving as a Director by virtue of their Office.

- (a) *Directors elected by the Members.* There shall be seven (7) Directors of the Club elected by the Members at the Annual Meeting of the Club.
 - (1) Six of these shall serve three (3) year terms commencing July 1 of the ensuing year, with two (2) Director's terms expiring each June 30.
 - (2) One of these shall serve a one (1) year term commencing July 1 of the ensuing year. This Director shall be designated Director – Past President. This Director – Past President shall be a person who has previously served as President of the Club, whose term as President shall have been completed not less than four (4) year prior to commencement of his/her term as Director – Past President. In

addition to active participation in the governance of the Club as a Director, this director will provide historical context and insight as well as offer the benefit of knowledge of Rotary and leadership experience.

- (b) *Directors serving by virtue of their Office.* There shall be six (6) Directors of the Club who serve as Directors by virtue of their office, as follows:
- (1) The President of the Club shall be a Director during the term of his (her) service as President.
 - (2) The Vice President of the Club shall be a Director during the term of his (her) service as Vice President.
 - (3) The Secretary of the Club shall be a Director during the term of his (her) service as Secretary.
 - (4) The Treasurer of the Club shall be a Director during the term of his (her) service as Treasurer.
 - (5) The Sergeant at Arms of the Club shall be a Director during the term of his (her) service as Sergeant at Arms.
 - (6) The Immediate Past President of the Club shall be a Director during the year immediately following his (her) service as President of the Club.

Section 3. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held no less often than quarterly on the day specified by the Board. Special meetings of the Board of Directors shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 4. Quorum. A majority of the Board members shall constitute a quorum of the Board.

Section 5. Vacancies. Vacancies on the Board of Directors occasioned by resignation, death or removal of a Director may be filled by the election of any qualified member of the Club by the Board of Directors at any regular or special meeting of the Board of Directors. Such Directors shall serve until the next Annual Meeting of the Club.

ARTICLE XI OFFICERS

Section 1. Defined. The officers of the Corporation (Club) shall be a President, Vice President, Secretary, Treasurer and Sergeant at Arms. The same person may hold no more than one office.

Section 2. Term of Office. Each officer shall serve a one-year term coincident with the

fiscal year of the Corporation (Club).

Section 3. Succession of Offices. In order to insure adequate preparation for persons serving as President of the Club, the Members shall each year at the Annual Meeting elect a Sergeant at Arms, who shall serve a one year term in that office commencing with the ensuing fiscal year, followed automatically by one year terms as Secretary, Vice President and then President. The position of Treasurer shall not be a part of the succession of offices.

Section 4. Duties of Officers.

- (a) *President.* It shall be the duty of the President to preside at meetings of the Club and the Board of Directors and to perform such other duties as ordinarily pertain to the office of president.
- (b) *Vice President.* The Vice President shall be the President-Elect. It shall be the duty of the Vice President to preside at meetings of the Club and the Board of Directors in the absence of the President. The Vice President shall also serve as a member of the Board of Directors and shall perform such other duties as may be prescribed by the President or the Board of Directors.
- (c) *Secretary.* It shall be the duty of the Secretary to keep the records of membership; record the attendance at meetings; send out notices of meetings of the Club and the Board of Directors; record and preserve the minutes of such meetings and to make the required reports to Rotary International and the District Governor. The Secretary shall also serve as a member of the Board of Directors and shall perform such other duties as may be prescribed by the President or the Board of Directors.
- (d) *Treasurer.* It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Board of Directors and to perform such other duties as pertain to the office of Treasurer. The Treasurer shall also serve as a member of the Board of Directors and shall perform such other duties as may be prescribed by the President or the Board of Directors. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property.
- (e) *Sergeant at Arms.* The Sergeant at Arms shall serve as a member of the Board of Directors and shall perform such duties as are usually prescribed for such office. The Sergeant at Arms shall perform such other duties as may be prescribed by the President or the Board of Directors.

ARTICLE XII

ELECTION OF DIRECTORS AND OFFICERS

Section 1. Nominating Committee.

- (a) Defined. A Nominating Committee shall be formed at the beginning of each fiscal year for the purpose of preparing a slate of Members to place in nomination as directors and officers for consideration by the Members for election at the Annual Meeting in December. The Nominating Committee shall consist of:
- (1) the immediate past-President, who shall serve as Chair of the Nominating Committee.
 - (2) the President of the Club.
 - (3) the Vice President of the Club, as President-Elect.
 - (4) the Secretary of the Club.
 - (5) two other past-presidents of the Club selected by the immediate past-President.

Section 2. Election of Directors. At the Annual Meeting, the Nominating Committee shall present the names of two (2) members for election to three-year terms on the Board of Directors, and one (1) member for election to a one (1) year term as Past President – Director, as defined in Article X, Section (a) (2). Additionally, the Nominating Committee shall present the name(s) of members to fill the remaining unexpired term of any other vacancy on the Board of Directors caused by the resignation, death or removal of a Director. New Directors shall assume office at the beginning of the ensuing fiscal year. Directors elected to fill a vacancy caused by a resignation, death or removal shall take office immediately following their election.

Section 3. Election of Officers.

- (a) *Sergeant at Arms and Succession to President.* At the Annual Meeting, the Nominating Committee shall present the name of one (1) member for election to a one year term as Sergeant at Arms commencing at the beginning of the ensuing fiscal year. Such person so elected to the position of Sergeant at Arms shall then automatically succeed to the positions of Secretary, Vice President and President in each succeeding fiscal year. Additionally, the Nominating Committee shall present the name(s) of members to fill the remaining unexpired term of any other officer's position made vacant by the resignation, death or removal of an officer other than the Treasurer.
- (b) *Treasurer.* At the Annual Meeting, the Nominating Committee shall present the name of a member for election to a one year term as Treasurer.

ARTICLE XIII COMMITTEES

Section 1. Avenues of Service. The four Avenues of Service of Rotary are the philosophical and practical framework for all of the work of this Club. These Avenues of Service are (1) Club Service, (2) Vocational Service, (3) Community Service and (4) International Service.

Section 2. Standing Operating Committees. The President shall, subject to the approval of the Board of Directors, annually at the beginning of each fiscal year, appoint the following Standing Operating Committees:

- (a) *Membership Committee.* This Committee shall have the primary responsibility for new member recruitment, orientation, education and member retention, as further and specifically enumerated in the *Manual of Responsibilities for Standing Operating Committees.*
- (b) *Public Relations Committee.* This Committee shall have responsibility for communications with the general public about this Club, the work of the Elmbrook Rotary Foundation and Rotary International, as further and specifically enumerated in the *Manual of Responsibilities for Standing Operating Committees.*
- (c) *Club Administration Committee.* This Committee shall have responsibility for ensuring the effective and efficient day-to-day operation of the Club, including all internal Club communication, non-charitable Club activities, and insuring that the Club is in full compliance with the requirements of the District and Rotary International related to youth protection, as further and specifically enumerated in the *Manual of Responsibilities for Standing Operating Committees.*
- (d) *Community Service Committee.* This Committee shall devise and carry into effect plans which will guide and assist the members of the Club in discharging their responsibilities in the planning and implementation of educational and humanitarian projects in local communities, as further and specifically enumerated in the *Manual of Responsibilities for Standing Operating Committees.*
- (e) *International Service Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in the planning and implementation of educational, humanitarian, and vocational projects in other countries, as further and specifically enumerated in *Manual of Responsibilities for Standing Operating Committees.*
- (f) *Vocational Service Committee.* This Committee shall devise and carry into effect plans which will guide and assist the members of the Club in discharging their responsibilities: (1) in their vocational

relationships, (2) in improving the general standards of practice in their respective vocations and (3) in the planning and implementation of programs relating to vocational service in their communities, as further and specifically enumerated in the *Manual of Responsibilities for Standing Operating Committees*

- (g) *The Rotary Foundation Committee.* This Committee shall devise and carry into effect plans which will guide and assist the member of this Club in discharging their responsibilities in matters relating to support and promotion of The Rotary Foundation of Rotary International, as further and specifically enumerated in the *Manual of Responsibilities for Standing Operating Committees*.
- (h) *Major Funding Committee.* This Committee shall devise and carry into effect plans which will guide and assist the members of the Club in discharging their responsibilities in matters relating to major funding/fundraising projects, as further and specifically enumerated in the *Manual of Responsibilities for Standing Operating Committees*.

Section 3. Chair Responsibilities. The Chair of each Standing Operating Committee shall be responsible for regular meetings of the committee and shall regularly report to the Board of Directors on all committee activities. The scope of responsibilities of each Standing Operating Committee is listed in the Elmbrook Rotary Club's *Manual of Responsibilities for Standing Operating Committees*.

Section 4. Subcommittees. The Chair of a Standing Operating Committee may appoint one or more subcommittees of their Committee and may appoint a Chair of such subcommittee(s). The scope of responsibilities of each subcommittee shall be stated in writing.

Section 5. Ad Hoc Committees. The President may, subject to the approval of the Board of Directors, appoint one or more Ad Hoc Committees, which shall report directly to the Board. The Chair of a Standing Operating Committee may appoint one or more Ad Hoc Committee(s), which shall report directly to the standing operating committee. All Ad Hoc Committees shall have their specific task/mandate defined in writing, including a defined date or event certain, when such Ad Hoc Committee's existence shall end.

ARTICLE XIV AUDIT COMMITTEE

At the close of each fiscal year, the President shall appoint two (2) persons who are knowledgeable in accounting and not related to the Treasurer to serve as an Audit Committee. This Audit Committee shall review the books and accounts of the Club for the preceding fiscal year and as of the year then ended. The Audit Committee shall then report their findings and opinions to the Board of Directors at a regular or special meeting of the Board of Directors, but no later than August 31st.

ARTICLE XV 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 subject 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, people or governments, or circulate letters, speeches or proposed plans for the solution of specific international problems of a political nature.

ARTICLE XVI FISCAL YEAR

The fiscal year of this Corporation (Club), in accordance with the requirement of Rotary International, shall begin on July 1st and end on June 30th.

ARTICLE XVII AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Corporation (Club), a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been delivered to each member at least ten (10) days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Constitution and Bylaws of Rotary International.