

# Bylaws of the Rotary Club of Columbia

As Amended Effective July 1, 2019

## Article 1 Definitions

1. **Board:** The Board of Directors of this club.
2. **Director:** A member of this club's Board of Directors.
3. **Member:**

Active Member. A member, other than an honorary member, of this club who is in good standing.

Honorary Member. (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 support of Rotary's cause may be elected to honorary membership in this club by the board. The term of such membership shall be one year or as otherwise 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 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. Honorary members shall be reviewed on an annual basis by the board in the July meeting and status voted upon.

Attendance/participation-exempt member. An active member whose age plus years of membership is greater or equal to 85 and requests such status may be attendance/participation exempt. Such members must still pay Rotary dues. Such members are voting members of this club.

4. **RI:** Rotary International.
5. **Year:** The twelve-month period that begins on 1 July.

## Article 2 Board

The governing body of this club shall be the board of directors, consisting of nine (9) elected directors (serving staggered three-year terms), plus to the extent not already serving as an elected director, the following: president, president-elect/vice-president, president-elect nominee, secretary, treasurer, and immediate past-president. In addition, the three (3) directors-elect elected at the Annual Meeting shall be deemed directors with full voting rights after their election although their official terms will not begin until the following July 1.

## Article 3 Election of Directors and Officers

**Section 1** -- No later than July 15 each year, the president shall appoint a nominating committee of not fewer than three (3) past presidents, one of whom shall be designated chairperson. The

nominating committee shall select three (3) club members as candidates for director, who shall be proposed as a slate of nominees at the Annual Meeting.

Additional nominations for director also shall be accepted from the floor at the Annual Meeting. If no nominations are made from the floor, a motion to elect by acclamation the slate of nominees proposed by the Nominating Committee shall be entertained, which shall be subject to approval by voice vote; however, if one or more nominations are made from the floor, the election of directors shall be by secret ballot, with the three (3) candidates receiving the most votes being elected (in the event of a tie vote upon secret ballot, the tie shall be broken by a majority vote by secret ballot of the directors who were in office immediately before the Annual Meeting). The three (3) directors so elected shall serve for a term of three (3) years commencing the following July 1. The nominating committee shall use the following guidelines in selecting candidates:

- a) demonstrated strong interest in Rotary principles;
- b) willingness to accept the responsibilities of the position; and
- c) past record of involvement in club projects and activities

**Section 2** -- Within one month after the annual meeting, the directors shall meet and verify the previously selected president-elect's willingness to serve as president beginning the following July 1. If the previously selected president-elect is not willing or unable to serve, the directors shall select a replacement. At the same time, the directors also shall elect the following club officers to take office the following July 1 for a term of one (1) year:

**President-Elect** nominee (to become president the second following July 1)

**Vice-President**

**Secretary**

**Treasurer**

**Sergeant-at-arms** (optional)

In addition, before July 1 in alternate years, the directors also shall elect a **Club Trainer** to serve for a term of two (2) years. Election of the first Club Trainer shall be conducted promptly after the amendment authorizing this position is approved.

**Section 3** -- A vacancy on the board or in the position of any officer or officer-elect shall be filled by action of the directors then in office.

## **Article 4 Duties of Officers**

**Section 1 -- President.** It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

**Section 3 – President-elect/Vice-President.** It shall be the duty of the president-elect/vice-president to prepare for the transition to becoming president on the approaching July 1, attend the prescribed president elect training and to perform such other duties as may be prescribed by the president or board. It shall be the duty of the president-elect/vice-president to preside at meetings of the club and the board in the absence of the president and president-elect to perform other duties as ordinarily pertain to the office of vice-president.

**Section 4 – Secretary.** It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club meetings; record and preserve the minutes of board meetings; report as required to Rotary International; report changes in membership; coordinate the approval and induction processes for prospective new members; order badges and report committee preferences for new members; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; maintain a database of information on club members and provide information on membership to the club president and other members as requested; prepare and email dues notices and reminders to members; and perform other duties that usually pertain to the office of Secretary. Upon retirement of office, the Secretary shall turn over to the incoming Secretary all records, and any club property in his/her possession.

**Section 5 -- Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

**Section 6 -- Sergeant-at-Arms.** The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

## **Article 5 Meetings**

**Section 1 -- Annual Meeting.** Unless rescheduled by vote of the board, the Annual Meeting of the club shall be held at the last club meeting in the month of September, at which time the election of directors-elect as specified in Article 3, Section 1, shall take place.

**Section 2 --** The regular weekly meetings of this club shall be held on Thursday at 12:00 noon. Due notice of any changes in or canceling of a regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the Constitution of the Rotary Club of Columbia Missouri.

**Section 3 --** One-third of the membership shall constitute a quorum at the Annual Meeting and regular meetings of this club.

**Section 4 --** Regular meetings of the board shall be held monthly. Special meetings of the board 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. Board business also may be conducted by email or fax, but all decisions made by email or fax shall be ratified at the next regular board meeting and included in the minutes of that meeting.

**Section 5** -- A majority of the directors shall constitute a quorum of the board. After their election but before they take office the following July 1, the directors-elect shall be included in the determination of a quorum.

## **Article 6 Fees and Dues**

**Section 1** -- The admission fee for a new member shall be \$100.00, payable upon receipt of a fee and dues statement from the secretary. The admission fee shall be applied toward a Paul Harris Fellowship for the new member.

**Section 2** -- Effective July 1, 2019, and until subsequently changed by amendment of these bylaws, club membership dues shall be \$300.00 per annum, payable \$150.00 semiannually on July 1 and January 1, with the understanding that per-member dues and other charges assessed by Rotary International and Rotary District 6080 are included. A new member who previously was a member of a Rotaract Club and who joins this club within one year after leaving Rotaract shall pay one-half the club dues for the first two years of membership.

## **Article 7 Method of Voting**

The business of the club shall be transacted by voice vote except as provided in Article 3, Section 1 with respect to the election of directors at the Annual Meeting when one or more directors have been nominated from the floor, in which case the vote shall be by secret ballot.

## **Article 8 Five Avenues of Service**

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service and Youth Service. This club will be active in each of the five Avenues of Service.

## **Article 9 Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning.

When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership** -- This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Club Public Relations** -- This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- **Club Administration** -- This committee should conduct activities associated with the effective operation of the club.

- **Service Projects** -- This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
  - **The Rotary Foundation** -- This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. Additional standing or ad hoc committees may be appointed as needed.
- (a) The president shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

## **Article 10 Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall refer to appropriate RI materials. The Service Projects committee will consider the Avenues of Vocational Service, Community Service; and International Service when developing plans for the year. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

## **Article 11 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time. A leave of absence does not exempt a member from continuing to pay dues.

*Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.*

## **Article 12 Finances**

**Section 1** -- Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

**Section 2** — The treasurer shall deposit all funds of the club in a FDIC member bank to

be named by the board.

**Section 3** — All bills shall be paid by club checks or club credit/debit card signed by the treasurer upon vouchers signed by an officer or approved during a meeting of the board.

**Section 4** — The fiscal year of this club shall extend from July 1 to June 30, and for the collection of members' dues shall be divided into two semiannual periods extending from July 1 to December 31, and from January 1 to June 30. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

**Section 5** -- A thorough review of all financial transactions by a qualified person shall be made once each year.

## **Article 13 Method of Electing Members**

*(Note: The membership committee shall serve as the board's agent and facilitator in the process of identifying, qualifying and enrolling new members.)*

**Section 1** -- The name of a prospective member, proposed by an active member of the club, shall be submitted to the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure. The proposer is responsible for informing the prospective member 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 2** -- The secretary shall transmit the membership proposal to the Board of Directors and the Membership Committee, which shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club Constitution.

**Section 3** -- The board shall approve or disapprove the proposal within 30 days of its submission. If the decision of the board is favorable, the secretary shall publish the proposal to the club membership.

**Section 4** -- If no written objection to the proposal, stating reasons, is received by the board 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), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the board, the board shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 5** -- If the prospective new member is approved for membership pursuant to the foregoing procedure, the secretary shall notify the proposer and the prospective new member thereof and provide written orientation materials to the prospective new member.

The proposer and prospective new member shall be advised to coordinate the new member's induction with the president. After the new member is inducted, the secretary will formally enroll the new member and send the new member a statement for the initiation fee and pro-rated dues. In addition, the secretary will report the new member information to RI, and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

## **Article 14 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

## **Article 15 Order of Business**

Meeting called to order.  
Introduction of visitors.  
Correspondence, announcements, and Rotary information.  
Committee reports if any.  
Any unfinished business.  
Any new business.  
Address or other program features.  
Adjournment.

## **Article 16 Amendments**

These bylaws may be amended at any regular club meeting, a quorum being present, by a two-thirds vote of all club members (exclusive of honorary members) present, provided that notice of such proposed amendment shall have been made available to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.