

DRAFT Incorporating Board Comments From Retreat 9-5-12

Bylaws of the Rotary Club of Columbia-Metro

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: An individual accepted into active membership of this club as provided below.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.
6. Officers: President, immediate Past President, Vice President, Secretary and Treasurer.
7. Club historian: A member of the club appointed by the board to work with the Secretary and other officers to preserve and recall the club's history.

Article 2 Board

The governing body of this club shall be the board consisting of 14 members of this club, who shall each be a voting member of the board, as follows: (i) the officers of the club, and (ii) 9 additional members who have been nominated and elected for staggered three year terms in accordance with article 3, sections 1 and 2 of these bylaws. The club historian may serve as an ex-officio, nonvoting member of the board. The board shall have the authority to adopt and amend such policies and procedures as may be needed to guide the administration of the club, provided that such policies and procedures are not inconsistent with these by-laws

Article 3 Election of Directors and Officers, and Appointment of Sergeant at Arms

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for vice-president, secretary, treasurer, and three directors at large. The current vice president shall be the sole nominee for president, unless unable to succeed to that office, in which case nominations shall also be sought for president. Those nominated for president or vice-president shall have been members of the club for at least 3 years, and shall have served in a leadership position such as committee chair, board member, or other officer position. All other nominees shall have been members of the club for at least one year. Directors at large shall serve a three year term.

Section 2 – The nominations may be provided by any member, in writing, to an officer of the club. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 – The sergeant-at-arms shall be appointed by the President for the term of that president. A vacancy in the position of any officer-elect or director-elect other than the sergeant-at-arms shall be filled by action of the remaining directors-elect. A vacancy in the position of any officer or member of the board, other than sergeant at arms, shall be filled by action of the board

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for the remainder of that officer's or member's term.

Article 4 Duties of Officers and Sergeant at Arms

Section 1 – *President*. It shall be the duty of the president to preside at meetings of the club and the board, to oversee the strategic planning process and otherwise processes needed to ensure the sustainability of the club, and to perform other duties as ordinarily pertain to the office of president.

Section 2 – *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president, to assist the president with strategic planning and administration of the plan, to prepare a draft of the presidential citation for the year, and 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 and other nonfinancial records of the club; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. Upon retirement from office, the secretary shall turn over to the incoming secretary or to the president all funds, books of accounts, or any other club property.

Section 5 – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the board monthly and the club annually, and at any other time upon demand by the board, to make required tax and corporate filings, and to perform other duties as pertain 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 position and other duties as may be prescribed by the president or the board.

Section 7 – *Club Historian*. The duties of the Club Historian shall be such as are usually prescribed for such position and other duties as may be prescribed by the president or the board.

Article 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club for the election of officers shall be held not later than December 31 of each year. At that meeting the election of officers and directors for the next year shall take place, unless such vote has been taken electronically prior to the meeting. In the event that an electronic vote has been taken, the results of such vote shall be

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announced at the annual meeting.

Section 2 – Regular Meeting. The regular weekly meetings of this club shall be held on Wednesday at noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club as provided in policies and procedures adopted by the board. If the Columbia Public Schools have been closed due to inclement weather on the regular weekly meeting date, the club meeting shall be automatically cancelled.

Section 3 – Attendance. All members (excepting a 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 by "make-ups" earned through attendance and participation in this club's service or fellowship events, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

Section 4 – Club Quorum. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 5 – Board Meetings. Regular meetings of the board shall be held on the second Wednesday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given. If the Columbia Public Schools have been closed due to inclement weather, this board meeting shall be automatically cancelled.

Section 6 – Board Quorum. A majority of the directors shall constitute a quorum of the board. One or more members of the board may attend by electronic means such as but not limited to speakerphone, videoconference, or web-hosted meeting.

Article 6 Fees and Dues

Section 1 – The application fee shall be \$50.00, or as otherwise set forth by the board in its policies and procedures, to be paid before the applicant can be accepted as an active member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues shall be \$150.00 per annum, or as otherwise set forth by the board in its policies and procedures, payable either annually on the first day of July, or in two semiannual payments made on the first day of July and of January, with the understanding that a portion of such payments shall be applied to each member's subscription to the RI official magazine.

Article 7 Method of Voting

The business of this club shall be transacted by voice vote or show of hands at the discretion of the chair. The board may also adopt policies or procedures that allow for votes of the board or the membership by electronic means or by written ballot.

Article 8 Nature of Rotary

This club is affiliated with Rotary International, and the principles and values of RI, including

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“Service Above Self” and the Four Way Test provide the philosophical and practical framework for the work of this Rotary club. The work of this club is organized and aligned with the Rotary “Avenues of Service” which include Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This club will be active in each of the Avenues of Service and will actively seek to align with and promote the work of Rotary, both regionally, nationally and internationally.

Article 9 Committees

Section 1 - Club committees are charged with carrying out the annual and long-range strategic goals of the club. Every member of the club is expected to be active in one or more committees.

Section 2 - The president, vice president, and immediate past president should work together to ensure continuity of committee leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings for the year in which that president serves in the office of president. Wherever possible, those appointments should be made and planning should begin in the months prior to the start of the year so that incoming and outgoing committee chairs can coordinate. It is recommended that the chair have previous experience as a member of the committee.

Section 3 - The club shall create committees that address each Avenue of Service, and may create such other committees as may be approved by the board. Each committee chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, shall provide committee attendance reports to the Secretary, and shall report to the board as requested on all committee activities.

Section 4 - The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon. The president may delegate this membership and privileges for one or more committees to the vice president.

Section 5 - Except where special authority is given by the board, committees shall not take action that would commit the funds or other resources of the club until a report has been made and approved by the board.

Article 10 Duties of Committees

Each committee shall have a specific mandate, clearly defined goals, and action plans established at the beginning of each year for implementation during the course of the year. The duties of all committees shall be reviewed by the president for his or her year. In declaring the duties of each, the president shall reference the club strategic plan, appropriate RI materials and the Avenues of Service. It shall be the primary responsibility of the vice president to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to and discussion by the board in advance of the commencement of the year. The board may adopt policies and procedures for tracking progress on goals and action plans.

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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 no longer than twelve (12) months.

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 club funds in a bank, named by the board.

Section 3 – All bills shall be paid by the treasurer or other authorized officer.

Section 4 – The board shall adopt policies and procedures that ensure periodic review of its financial records by a qualified person who is independent of the leadership of the club.

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club or the district.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 13 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 membership committee chair in writing, through the club secretary in accordance with the policies and procedures adopted by the board. A transferring or former member of another club may be proposed to active membership by the former club.

Section 2 – Once the membership committee confirms that the proposal meets all the classification and membership requirements of the standard Rotary club constitution, it shall forward the proposal to the board for approval.

Section 3 – The board shall approve or disapprove the proposal within the time stated in its policies and procedures, and shall notify the proposer and applicant, through the club secretary, of its decision.

Section 4 – If the decision of the board is favorable, the name of the prospective member, will be published to the club, consistent with the policies and procedures adopted by the board.

Section 5 – If there is an objection to the admission of a prospective member, it must be submitted to the board in writing, indicating a reason for the objection that is consistent with the policies and procedures adopted by the board, and signed by the objector. If no written objection

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to the proposal, stating reasons, is received by the board from any member of the club within fourteen (14) days following publication of information about the prospective member, that person, upon payment of the admission fee, 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, shall be considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or 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, consistent with policies and procedures adopted by the board.

Article 14 Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the board has first considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion. The board shall not authorize any resolution or motion that would conflict with the club's status as a charitable organization under the Internal Revenue Code.

Article 15 Order of Business

The club meeting shall generally be conducted according to the following order of business, which may be amended by the chair as needed to accommodate scheduled speakers or programs:

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

Article 16 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been sent either electronically via e-mail or by US mail 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.