**Revised Bylaws of the Rotary Club of**

**Cottleville/Weldon Spring**

Approved December 21, 2016

**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: A member, other than an honorary member, 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 consisting of seven (7) members of

 this club, namely, the president, immediate past president, president-elect, secretary,executive

 secretary, treasurer, and sergeant-at-arms. At the discretion of the board, six (6) additional

 directors may be appointed in accordance with article 3, section 2 of these bylaws.

**Article 3 Election of Directors and Officers**

**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 president, president-elect, secretary, executive secretary, and treasurer. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. 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, president-elect, secretary, executive secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The officers elected will take office on July 1 following the election.

**Section 2 –** The elected officers will appoint directors to serve on the board and to chair Club Service, Community Service, Vocational Service, International Service, and New Generations. A member-at-large may also be appointed to the board.

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

**Section 4 –** A vacancy in the position of any officer-elect shall be filled by action of the remaining directors.

**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 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 –** *President-elect*. It shall be the duty of the president-elect to serve as a director, to preside at meetings of the club and the board in the absence of the president, and to perform such other duties as may be prescribed by the president or the board.

**Section 4 –** *Secretary.* It shall be the duty of the secretary to send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; record attendance at meetings; provide the monthly attendance report, which shall be made to the district governor within 10 days of the last meeting of the month; and perform other duties as usually pertain to the office of secretary.

**Section 5 – *Executive Secretary*.** It shall be the duty of the executive secretary to keep

 membership records; to 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; collect and remit RI official magazine subscriptions; to maintain the club

 website; and perform other duties that pertain to communications with District 6060

 and RI.

**Section 6 –** *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. The treasurer shall serve as

 treasurer of the Charitable Fund of Cottleville/Weldon Spring Rotary Club. 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 7 –** *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. An annual meeting of this club shall be held on the third Wednesday of December in each year, at which time the election of officers to serve for the ensuing year shall take place.

**Section 2 –** The regular weekly meetings of this club shall be held on Wednesdays at noon. Due notice of any changes in or canceling of the 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 standard Rotary club constitution, article 9, sections 1 and 2. Participation in club service projects and attending a meeting electronically at an on-line club also counts as a makeup when completed within 14 days before or after an absence.

**Section 3** – When a fifth Wednesday occurs during a month, the club may opt to hold an

 evening social event and due notice shall be made to all members. Absence at this social

 event shall not count as a meeting absence, however it can count as a make-up meeting.

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

**Section 5 –** Regular meetings of the board shall be held on third Wednesday of each month at 11:15 am. 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.

**Section 6 –** A majority of the directors shall constitute a quorum of the board.

**Article 6 Fees and Dues**

**Section 1 –**A nominal admission fee shall be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2 –**Rotary International dues will be remitted by the Treasurer semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member’s subscription to the RI official magazine. District dues will be remitted annually in July.

**Section 3–** Each member is expected to donateannually to The Rotary Foundation~~.~~

**Section 4 –** The fees listed in this Article are established, and may be revised, at the direction of the Board of Directors. The Board of Directors shall maintain the current fee schedule and will provide it to all existing members annually and to any new members at the time of their membership.

**Article 7 Method of Voting**

The business of this club shall be transacted by *viva voce\** vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.  *(Note:* Viva voce *vote is defined as when club voting is conducted by vocal assent.****)***

**Article 8 Avenues of Service**

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

**Article 9 Committees**

Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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:

* Club Service

This committee oversees the effectiveness of club meetings, the recruitment and retention of members, club fundraising activities, internal club communications, and the public image of the club.

* Community Service

This committee should develop and implement educational, humanitarian, and service projects that address the needs of its community and communities in other countries.

* Vocational Service

This committee identifies ways that club members can utilize their business and professional people skills to improve the community. This committee receives nominations and selects the recipient of the annual 4-Way Test Award to be presented to a non-Rotarian during the month of October.

* International Service and Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. This committee evaluates how the club can participate in international service projects.

* New Generations

This committee identifies ways for the club to interact with and benefit children. This committee will receive and evaluate applications for RYLA, Rotary Youth Exchange programs, and scholarships.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be *ex officio* a 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 reference appropriate RI materials and the Avenues of 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 no longer than twelve (12) months.

(*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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

**Section 2 –** The treasurer shall deposit all club funds in a bank, named by the board. Club funds will be maintained in two accounts; one account for club operational expenses and one account for the Charitable Fund of the Rotary Club of Cottleville/Weldon Spring to be used for charitable and service operations.

**Section 3 –** All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

**Section 4 –** A thorough review of all financial transactions by a qualified person shall be made once each year.

**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.

**Section 6 –** The fiscal year of this club shall extend from 1 July to 30 June**.** Collection of members' dues shall be through quarterly billing that occurs on or around July 1, October 1, January 1, and April 1. The payment of per capita dues and RI official magazine subscriptions shall be made by the club Treasurer on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

**Section 7 –** All financial transactions of the Charitable Fund shall be in accordance to the

 by laws of the Charitable Fund.

**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 board 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 shall be kept confidential except as otherwise provided in this procedure.

**Section 2 –** The board 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 and shall notify the proposer, through the club secretary, of its decision.

**Section 4 –** If the decision of the board 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 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, it 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 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.

**Section 7 –** The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

**Section 8** – Beginning in January 2017 and at the discretion of the Board of Directors, the club

 may approve a Corporate Membership in which one person associated with a business is

 identified as the Rotarian of Record. Membership, attendance, Foundation giving, and dues

 will be in the name of the Rotarian of Record. Other individuals associated with the business

 may attend meetings and activities of the club. When more than one person associated with

 the Corporate Membership attends a meeting, the additional cost of meals will be billed to the

 business. The club accepts responsibility for including those additional persons in club

 communications and activities and accepting them as an integral part of the club membership.

**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 meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed 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.