

# Bylaws of The Rotary Club of Columbia, Missouri

As Amended Effective June 8, 2023

## Article 1. Definitions

1. **Board:** The Board of Directors of this Club.
2. **Club:** The Rotary Club of Columbia, Missouri, a Missouri non-profit corporation and a member club of Rotary International (Club #2317).
3. **Director:** A member of this Club's Board of Directors.
4. **Member:** An active member, other than an honorary member, of this Club who is in good standing.
5. **Quorum:** The minimum number of participants who must be present when a vote is taken: one-third of the Club's Members for matters that require a vote of the Members, and a majority of the Directors for Board decisions.
6. **RI:** Rotary International.
7. **Year:** The twelve-month period that begins on 1 July.
8. **In Writing:** A communication capable of documentation, regardless of the method of transmission.

## Article 2. Board of Directors

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.

## 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, including the immediate past-President (if a Member) one of whom shall be designated Chairperson. It is recommended, but not required, that the Chairperson be the Immediate Past-President. The nominating committee shall select a slate of officers to be approved by the Board, including a President-Elect Nominee. See Section 2 of this Article. The President-Elect Nominee shall be selected from one of the three Directors serving in the first year of their term as a Director. However, if none of the three Directors is willing or able to serve as President, then the committee may select a President-Elect Nominee from any of the other Directors or from the Club membership. The President-Elect Nominee becomes the President-Elect/Vice President the following year (usually during their second year as a Director). The slate of approved officers shall be presented to the Club at the annual meeting. If deemed necessary or prudent, the nominating committee may nominate two persons as co-President-Elect Nominees, and the Board shall have the authority to elect both persons to serve as co-Presidents.

The nominating committee shall also 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;
- (c) past record of involvement in Club projects and activities; and
- (d) willingness to consider serving in the role of President.

**Section 2** – Prior to 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:

- (a) **President-Elect/Vice President**
- (b) **President-Elect Nominee** (to become President the second following July 1)
- (c) **Secretary**
- (d) **Treasurer**
- (e) **Sergeant-at-Arms** (optional)
- (f) **Club Trainer** (optional)

**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, ensure that the Bylaws are reviewed annually, and to perform other duties as ordinarily pertain to the office of President.

**Section 2 – 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 to perform other duties as ordinarily pertain to the office of Vice President.

**Section 3 – 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 and make said minutes available to the Club membership In Writing within 15 days of the Board meeting; 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 6080 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 4 – 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 5 – 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.

**Section 6 – Club Trainer.** The duties of the Club Trainer shall be to work with Club leaders to create training programs that support the Club, conduct new Member orientations to help develop them into future Club leaders, and to work with the district training committee as needed.

## **Article 5. Meetings and Methods of Voting**

**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 as specified in Article 3, Section 1, shall take place.

**Section 2 – Regular Meetings.** The regular weekly meetings of this Club shall be held on Thursday at 12:00 noon. Due notice of any changes in or cancellation of a regular meeting shall be given to all Members of the Club. All Members (excepting an honorary member or Member excused pursuant to these Bylaws or the Club's 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 Club's Constitution.

**Section 3 –** One-third of the Club's Members shall constitute a quorum at the Annual Meeting and regular meetings of this Club. Member voting shall be conducted 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.

**Section 4** – Regular meetings of the Board shall be held monthly. Special meetings of the Board may 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 may be conducted during a meeting at which a Quorum is present by voice vote of a majority of the Directors present. Board business may also be conducted outside of a meeting by a vote conducted In Writing (as defined in Article 1) and approved by a majority of the Directors, but all decisions made In Writing 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.

## **Article 6. Fees and Dues**

**Section 1** – Annual Club dues are \$250.00. They are to be paid in full annually on July 1, or payable \$125.00 semi-annually on July 1 and January 1. Annual Club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, and any other Rotary or district per capita assessments. Additional fees may be determined by the Board and approved by the Club.

**Section 2** – Annual Club dues for first time Rotarians are \$200.00 payable annually or semi-annually as prescribed in Section 1 of this Article for the first year of their membership. Thereafter, dues revert to and are payable as prescribed in Section 1 of this Article.

**Section 3** – A new Member who previously was a member of Rotaract, and who joins this Club within one year after leaving Rotaract, shall pay one-half of the annual Club dues for the first two years of membership. Dues are payable annually or semi-annually as prescribed in Section 1 of this Article.

## **Article 7. 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 8. Committees**

**Section 1** – 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, President-Elect, 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 the community.
- **The Rotary Foundation** – This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- **International Committee** – This committee shall be responsible for grant management, suggesting and implementing international service projects and providing hospitality to international visitors.
- **Fundraising** – The purpose of the fundraising committee is to plan, organize, and lead the annual fundraising efforts for our club.
- Additional standing or ad hoc committees may be appointed by the President or Board as needed.

**Section 2 – Other Responsibilities:**

- (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 9. 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. 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 10. Leave of Absence**

A Member's leave of absence or excused absence may be approved by the Board for reasons, conditions, and circumstances it considers good and sufficient. Such absence shall not last longer than 12 months. However, if an absence is taken for medical reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the Board may extend it beyond the original 12 months. Such absence does not excuse a Member from continuing to pay dues. (See Article 10, Sections 2, 3, 5 and 6 of the Club Constitution).

## **Article 11. 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 insured bank account at a bank designated by the Board.

**Section 3** – All bills shall be paid by Club checks or Club credit/debit card, signed by the Treasurer upon receipt of 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. 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 12. 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. The proposer is responsible for informing the prospective Member of the purposes of Rotary and of the privileges and responsibilities of membership. Thereafter, the prospective Member shall be requested to sign the membership proposal form and to permit his or her name to be published to the Club. A prospective Member who is transferring from, or is a former member of, another Rotary club may also be proposed for membership. It is recommended that a statement in writing indicating the Member was in good standing and that all fees have been paid in the former club should accompany the membership proposal form.

**Section 2** – The Secretary shall deliver the membership proposal to the Club Members for consideration. If no objection is raised by a Member within seven (7) days following the date the Secretary transmits the proposal, then the proposed Membership shall be deemed approved by the Club. If a Member has a concern that the prospective Member does not meet the membership requirements of the standard Rotary Club Constitution, then the Member shall notify the Secretary in writing within the seven (7) day period, and provide an explanation of such concern. The Secretary shall then deliver the written concern to the Board for further consideration. The Board shall then have seven (7) additional days to consider the admission of the prospective Member. If, by the end of that additional seven (7) day period, the Board does not vote to deny admission to the Club of the prospective Member, then the prospective Member shall be deemed approved.

**Section 3** – When the membership of a prospective Member has been approved 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.

**Section 4** – 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 pro-rated dues and fees (if applicable). 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 encourage the new Member to join a Club committee and/or participate in a Club project or function.

## **Article 13. Honorary, R-85, and Corporate Members**

### **Section 1 – Honorary Member – Eligibility, Rights and Privileges**

(a) Eligibility. 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.

(b) Rights and Privileges. Honorary members shall be exempt from the payment of dues, shall have no voting rights, and shall not be eligible to hold any office in this Club. Such members shall be entitled to attend all meetings and enjoy all of the other privileges of this Club. Honorary members are not entitled to any rights and privileges in any other Rotary club, except for the right to visit other clubs without being the guest of a Rotarian. Persons may hold honorary membership in more than one club.

(c) Honorary membership shall be for one year. The membership of each honorary member shall be reviewed and voted upon on an annual basis by the Board during the July meeting or at such other time as the Board may determine.

### **Section 2 – R-85 Member (Attendance/Participation-Exempt Member).**

To be eligible for status as an R-85 Member, a Member must have been a Rotarian (via membership in one or more Rotary clubs) for at least twenty (20) years. The Member's age plus the number of years as a Rotarian must be greater than or equal to eighty-five (85). A qualifying Member must request such status from the Secretary. R-85 Members shall be exempt from attendance/participation requirements as provided in the Club Constitution, and shall have all of the rights of Club Membership, including voting rights. R-85 Members are not exempt from paying Rotary dues.

### **Section 3 – Corporate Members**

The Club offers a corporate membership program for businesses, government entities, professional practices, educational institutions, and other organizations. Such organizations may designate one or more owners or employees to represent the organization as "Corporate Members."

(a) **Membership**. Corporate Members will be active, dues-paying Members of the Club and of Rotary, with all of the same rights and responsibilities as other Members, including voting rights, attendance requirements, etc.

(b) **Qualifications**. All Corporate Members must meet the regular requirements for membership in the Club and in Rotary.

(c) **Admission**. Corporate Members will be admitted to membership in the Club through the same process as other Members as set forth in Article 12.



**(d) Attendance.** All Corporate Members will be subject to the Club’s attendance and participation requirements.

**(e) Dues.**

Annual dues for corporate members vary depending on how many employees join. Businesses have the option of proposing one to three members, with the following pricing structure:

**Initial**

Corporate Dues*	For One (1) Corporate Member	For Two(2) Corporate Members	For Three (3) or more Corporate Members
Annual cost for organization	\$200.00	\$350.00	\$500.00 +
Average cost per member	\$200.00	\$175.00	\$166.00 each

**Continuous**

Corporate Dues*	For One (1) Corporate Member	For Two (2) Corporate Members	For Three (3) or more Corporate Members
Annual cost for organization	\$250.00	\$450.00	\$650.00 +
Average cost per member	\$250.00	\$225.00	\$216.00 each

**(f) Changes in Employment or Ownership.** In the event a person designated by an organization as a Corporate Members ceases to be an owner or employee of that organization, then the Corporate Member may remain a Member of the Club, subject to the normal dues requirements for other Members. The organization that nominated the owner/employee as a Corporate Member can nominate a replacement to complete the term of the prior Corporate Member.

## **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**

The President shall have the authority to determine the order of business at Club meetings, with the following recommendations:

- Meeting called to order
- Four Way Test
- Pledge of Allegiance
- Introduction of visitors and guests
- New Member Inductions
- Paul Harris Fellow presentations
- Birthdays and Anniversaries
- Rotary Anniversaries
- Polio Buckets
- Happy Bucks
- 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 annual or regular Club meeting, a quorum being present, by a two-thirds vote of all Members in attendance (exclusive of honorary members), 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.