

AMENDED BYLAWS AS STATED OF THE ROTARY CLUB OF JEFFERSON CITY BREAKFAST, MISSOURI

TABLE OF CONTENTS

ARTICLE I – DEFINITIONS,	Page 2
ARTICLE II – CLUB CHARTER AND PRINCIPLES,	Page 2
ARTICLE III – BOARD OF CHAIRPERSONS,	Page 3
ARTICLE IV – ELECTION AND VACANCIES OF CHAIRPERSONS INCLUDING OFFICERS,	Page 3
ARTICLE V – DUTIES OF OFFICERS,	Page 4
ARTICLE VI – COMMITTEES,	Page 4
ARTICLE VII – DUTIES OF COMMITTEES,	Page 5
ARTICLE VIII – CLUB FINANCES,	Page 6
ARTICLE IX – MEETINGS,	Page 6
ARTICLE X – ORDER OF BUSINESS,	Page 7
ARTICLE XI – RESOLUTIONS AND ACTIONS OF CLUB,	Page 8
ARTICLE XII – METHOD OF VOTING,	Page 8
ARTICLE XIII – LEAVE OF ABSENCE –	Page 8
ARTICLE XIV –DUES,	Page 8
ARTICLE XV – METHOD OF ELECTING MEMBERS,	Page 8
ARTICLE XVI – EXCHANGE STUDENT,	Page 8
ARTICLE XVII – INTERACT,	Page 9
ARTICLE XVIII – CLUB AWARDS,	Page 9
ARTICLE XIX – DISSOLUTION,	Page 9
ARTICLE XX – AMENDMENTS,	Page 10

ARTICLE I – DEFINITIONS

As us in these Bylaws, the following terms shall mean:

1. “Board” – The Board of Directors of this club.
2. “Chairperson” – A member of this club’s Board of Chairpersons.
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 July 1st.

ARTICLE II – CLUB CHARTER AND PRINCIPLES

Section 1 – The Rotary Club of Jefferson City Breakfast, Missouri, also known as the Jefferson City, Missouri, Breakfast Rotary Club, was certified to be duly organized, after its officers and members agreed to be bound by the Constitution and By-Laws of RI. It was admitted as of May 19, 1989, as a member of club #26477 of RI.

Section 2 – The members of this club subscribe to the guiding principles of Rotary International, including the following in effect at the time these Bylaws were amended:

Object of Rotary – The Object of Rotary is 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 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.

The Four – Way Test – Of the things we think, say or do

1. Is it the TRUTH?
2. Is it FAIR to all concerned?
3. Will it build GOODWILL and BETTER FRIENDSHIP?
4. Will it be BENEFICIAL to all concerned?

Avenues of Service – Club members channel their commitment to service at home and abroad through five Avenues of Service, which are the foundation of the club’s activities as follows:

- Club Service focuses on making our club strong. We seek to thrive anchored by strong relationships and an active membership development plan.
- Vocational Service calls on every Rotarian to work with integrity and contribute their expertise to the problems and needs of society.
- Community Service encourages every Rotarian to find ways to improve the quality of life for people in their communities and to serve the public interest.

- International Service exemplifies our global reach in promoting peace and understanding. We support this service avenue by sponsoring or volunteering on international projects, seeking partners abroad and more.
- Youth Service recognizes the importance of empowering youth and young professionals through leadership development programs such as Rotaract, Interact, Rotary Youth Leadership Award and Rotary Youth Exchange.

Section 3 – The club shall operate exclusively as a civic league through community welfare, charitable, education or recreational activities that qualify as permissible functions of a tax-exempt organization under Section 5019(c)(4) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III – BOARD OF CHAIRPERSONS

The governing body of this club shall be the Board of Chairpersons consisting of at least twelve (12) members of this club, namely, the executive officers, elected in accordance with Article IV, Section 2, of these bylaws, consisting of the president, president-elect, secretary, treasurer, sergeant-at-arms, immediate past president and past president. The remaining Chairpersons serving on the Board shall be at least six (6) members appointed the president to serve as chairpersons of the standing committees established under Article VI of these Bylaws.

ARTICLE IV – ELECTION AND VACANCIES OF CHAIRPERSONS INCLUDING OFFICERS

Section 1 – Members may nominate candidates for president, ~~vice~~ president-elect, secretary, treasurer and sergeant-at-arms. A nominating committee, consisting of the club's immediate three past presidents, shall form in order to recruit nominees from the membership to serve as officers on the Board for the upcoming year. Unless any officer withdraws, resigns or terminates membership of the club membership elects otherwise, the practice for selection of officers should be that the members elected as officers in the positions of president, president-elect and sergeant-at-arms serve in successive positions such as the sergeant-at-arms would succeed to the positions of president-elect and the president-elect would succeed to the position of president. The secretary and the treasurer shall be nominated for one-year terms without following the succession method and serve for a limit of three (3) terms. The secretary and treasurer may serve additional terms by an approval vote by the Board.

Section 2 – At the club's annual meeting, the presiding officer shall ask for the report of the nominating committee and for any nominations by members from the floor. The members shall vote to elect the officers. The candidates for president, president-elect, secretary, treasurer and sergeant-at-arms receiving the majority of the votes shall be declared elected to their respective offices and shall assume office on the first day of July immediately following the election conducted at the annual meeting.

Section 3 – A vacancy in any officer position shall be filled by actions of the remaining Board of Chairpersons. A vacancy in any committee chairperson shall be filled by the appointment of the president. A vacancy in the position of any officer-elect, shall be filled by the action of the remaining officers-elect, until a new officer is nominated and voted at

the next annual election. In the event of an officer position becoming vacant, a Past Officer may be elected to fulfill the duties without serving again as sergeant-at-arms.

Section 4 – Terms for all offices shall be one year. The president, president-elect and sergeant-at-arms/president nominee may only serve one full term at a time in each position. The president or sergeant-at-arms/president nominee may serve a partial term and a full term in a succeeding year. The secretary and treasurer may serve up to three terms in a row in succeeding years. The secretary and treasurer may serve additional terms by a vote of the Board.

ARTICLE V – DUTIES OF OFFICERS

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

Section 2 – President-Elect. It shall be the duty of the president-elect to perform such duties as may be prescribed by the president or the Board and to preside at meetings of the club and Board in the absence of the president and to perform such other duties as ordinarily pertain to an office of President-elect.

Section 3 – Secretary. It shall be the duty of the secretary to keep membership records; 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 January 1st and July 1st of each year, and prorated reports on October 1st and April 1st of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, report changes in membership and perform other duties as usually pertain to the office of secretary.

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 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. The treasurer shall also provide any and all information and documents necessary for any financial review or audit to ensure with compliance with annual 990 and W-2G and/or 1099 forms filing with the Internal Revenue Service.

Section 5 – Sergeant-at-Arms/president nominee. The duties of the sergeant-at-arms/president nominee shall include managing the meeting facilities equipment, assuring proper decorum for the conduct of an orderly meeting, greeting guests and other duties as may be prescribed by the president or the Board. These duties may also be delegated by the president, president-elect or the Board to members in order to facilitate the orderly conduct of club meetings.

ARTICLE VI – COMMITTEES

Section 1 – Club committees are charged with carrying out the annual and long-range goals of the club based on the Rotary Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and

succession of planning. When feasible, committee members should be appointed to the same committee for three years in order to ensure consistency. The president-elect is responsible for appointing standing committee chairpersons and conducting planning meetings prior to the start of the year in office. Each standing committee chairperson shall serve as a chairperson on the Board. It is recommended that the chairperson have previous experience as a member of the committee before being appointed by the president-elect.

Section 2 – Standing committees are 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
- **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.
- **Youth Service** – This committee should coordinate the club's efforts to empower youth and young professionals through leadership development programs such as international youth exchange activities, support and sponsorship of an Interact Club for high school age youth, Rotaract coordination and RYLA.
- **The Rotary Foundation** – This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation by the Club and its members including special projects such as Polio Plus, the Annual Program Fund and the Endowment Fund.

Section 3 – The president of the Board with the majority vote of the Board may create additional committees on an ad hoc basis to serve as needed in order to meet the club's service and fellowship needs. The president shall appoint members to serve on any standing or ad hoc committee.

Section 4 – The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 5 – Each chairperson 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 VII – DUTIES OF COMMITTEES

Section 1 – 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 when the Board grants special authority, such committees shall not take action until a report has been made and approved by the Board.

Section 2 – The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each committee, the president shall make reference to appropriate RI materials.

Section 3 – 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 Rotary Year.

ARTICLE VIII – CLUB 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 upon authorization by the Board.

Section 4 - A thorough review of all financial transactions by a qualified person shall be made once each year no later than August 1st for transactions conducted during the prior Rotary Year. The person conducting the financial review shall present written findings to the Board at its September meeting.

Section 5 – An annual financial statement of the club shall be presented to the Club if deemed necessary by the board.

Section 6 – The fiscal year of this club shall extend from July 1st to June 30th.

ARTICLE IX – MEETINGS

Section 1 – Annual Meeting. An annual meeting of this club shall be held on a regular meeting date by December 31 in each year, at which time the election of officers to serve for the ensuing year shall take place.

Section 2 – Regular Membership Meeting. The regular weekly meetings of this club shall be held on Wednesday at 7 am to 8 am. 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 being present 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.

Section 3 – Quorum for Membership Meeting. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Board Meetings. Regular meetings of the Board shall be set by the president subject to approval of the Board for each month at a date, time and place announced by the president or secretary. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) chairpersons, due notice having

been given. The president may convene a special meeting on any motion, topic or question by e-mail, text messaging, telephone or other electronic means.

Section 5 – Means of Attending Board Meetings. Chairpersons who are unable to attend a board meeting in person may participate and vote by conference call, by Internet communication, or by other electronic means.

Section 6 – Board Meeting Quorum. A majority of the Chairpersons constituting the Board shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of Chairpersons present may adjourn the meeting from time to time without further notice. A Chairperson is considered present at a meeting or special meeting convened by telephone or electronic means if that Chairpersons responds electronically or by phone with a statement, a question, or a vote on the meeting motion, topic or question.

Section 7 – Manner of Acting by the Board. The act of a majority of the Chairpersons present at a meeting shall be the act of the Board, unless the act or greater number is required by law or these Bylaws. Chairpersons may also vote by electronic means following a special meeting requested by the President or President-Elect. If a quorum is not present during any meeting, voting may be completed later by electronic means from the Chairpersons at the request of the President or President-Elect. If a quorum of the Board is present at the meeting, a majority of those voting in person (including by telephone conference) or voting by electronic means on any Motion made shall be considered a decision or act of the Board.

ARTICLE X – ORDER OF BUSINESS

The presiding officer at a membership meeting shall conduct the meeting in the following order, unless the circumstances dictate modifications as determined in the discretion of the presiding officer:

- Breakfast
- Meeting called to order
- Pledge of Allegiance
- Invocation
- Humor
- Introduction of visitors
- 50/50 drawing
- Correspondence, announcements and Rotary information
- Committee reports, if any
- Any unfinished business
- Any new business
- Address or other program features
- Recitation of the 4-Way Test
- Adjournment

ARTICLE XI – RESOLUTIONS AND ACTIONS OF THE CLUB

The club shall not consider any resolutions or motion to commit the club on any matter until the Board has considered it except as otherwise provided for in these ByLaws. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

ARTICLE XII – METHOD OF VOTING

The business of this club shall be transacted by voice vote, unless a member present requests a count of a show of hands of those present. The Board may determine that a specific resolution be considered by ballot or e-mail rather than by voice vote.

ARTICLE XIII – 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 specific length of time.

ARTICLE XIV –DUES

Membership Dues. Each member shall pay membership dues in order to maintain good standing as a member. The Board shall set the amount of the membership dues on a per annum rate, payable quarterly on the first days of July, October, January and April. The membership dues shall include the requisite member payments to RI for the RI official magazine subscription and to the District.

ARTICLE XV – METHOD OF ELECTING MEMBERS

Section 1 – Proposed for Membership. The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board in writing, through the President, Club Secretary or Membership Chair. A transferring or former member of another club may be proposed to the active membership by the former club.

Section 2 – Board to Set Procedures by Policy. The Board shall maintain a set of procedures to describe the requirements, sequence of actions, and duties of the board, sponsor and prospective member. The Board on its own authority may amend the procedures.

Section 3 – Approval/Disapproval Notice. The Board should approve or disapprove the proposal within thirty (30) days of its submission, and shall notify the proposer through the Club Secretary or Membership chair, of its decision.

Section 4 – Honorary Members. The club may elect by majority vote, in accordance with the standard Rotary Club constitution, honorary members proposed by the Board.

ARTICLE XVI – EXCHANGE STUDENT

The club shall host, if feasible and practicable in the discretion of the Board, one foreign exchange student each year. The Board shall authorize the payment of a monthly stipend to the visiting foreign exchange student by the club in an amount that the Board determines. In

addition, the Board has the discretion to authorize payment from time to time by the club for other miscellaneous expenses incurred by the visiting foreign exchange student.

ARTICLE XVII – INTERACT

The club shall register with RI, if feasible and practical in the discretion of the Board, as the sponsoring club of the Interact Club of Jefferson City (hereinafter referred to the “Interact Club”). The Interact club serves Jefferson City area youth between the ages of fourteen (14) and eighteen (18) years of age, in compliance with its own constitution and by-laws, as well as the policies adopted by RI for the Interact program. The president-elect shall, prior to the commencement of each Rotary Year, appoint a club member to serve as the Rotarian Advisor to the Interact Club. The Rotarian Advisor shall attend meetings of the Interact Club and shall provide advice and assistance to the Interact Club in compliance with RI guidelines. The Rotarian Advisor shall keep the Board informed of the activities of the Interact Club and shall facilitate joint activities between the club and the Interact Club.

ARTICLE XVIII – CLUB AWARDS

Section 1 – Club Rotarian of the Year. At the end of each Rotary Year, the club shall present the Rotarian of the Year award to an outstanding club member. The three (3) immediate past award recipients (who are members of the club), with the most recent award recipient acting as chairperson, shall nominate the recipient prior to the last Board meeting of the year. Before making this award, the name of the nominee shall be presented to the Board for approval.

Section 2 – Non-Rotarian Community Service. At the end of each Rotary Year, the club shall present the Non-Rotarian Community Service award to a citizen in the community who, although not a member of any Rotary Club, performs valuable community service and exemplifies the “Spirit of Rotary.” A committee appointed by the president shall nominate the award recipient to the last Board meeting on the year. Before making this award, the name of the nominee shall be presented to the Board for approval.

Section 3 – Scholarships. The club shall present ~~two~~ scholarship awards annually for expenditures for post-secondary education; ~~one~~ awards will be made to graduating seniors Jefferson City area high schools. The club may present scholarship awards to a student from other schools. Each year, the Board shall determine the amount and duration of the scholarships. The president shall select a scholarship chairman who shall select two additional club members to serve on the scholarship committee to select the scholarship winners. The chairman shall arrange for the scholarship winners to attend a regular meeting of the Rotary Club of Jefferson City Breakfast to receive their awarded scholarships. The basis for selecting recipients shall be scholarship (class rank), financial need, demonstration of leadership skills and extra-curricular activities.

ARTICLE XIX – DISSOLUTION

Section 1 – Procedures. Upon the dissolution of the club, the Board of Chairpersons shall, after paying or making provisions for the payment of all of the liabilities of the organization, distribute the assets of the organization for use in one or more exempt purposes as permitted by and within the meaning of Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) to an

organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes or operated as a civic league through community welfare, charitable, education or recreational activities as shall at the time qualify as an exempt organization or organizations under Section 501(c) (4) or another applicable provision of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or to the federal government or to a state government or to a local government for a public purpose, as the Board of Chairpersons shall determine.

ARTICLE XX – AMENDMENTS


These bylaws may be amended at any regular meeting, a quorum being presented, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been given 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.

After proper notice and in conformity with law and the Club Bylaws, the Bylaws Club of Jefferson City Breakfast, Missouri, have been duly amended to read as stated above by the membership on the 30th day of April, 2025.



David Silvester, President

Attest:


Greg Frank, Secretary