

**SECOND AMENDED BYLAWS OF THE  
ROTARY CLUB OF JEFFERSON CITY  
BREAKFAST, MISSOURI**

AS RESCINDED AND RESTATED ON MARCH 28, 2007; FIRST AMENDED ON APRIL 30, 2014;  
AND SECOND AMENDED ON FEBRUARY 8, 2017

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**BYLAWS OF THE ROTARY CLUB**  
**OF JEFFERSON CITY BREAKFAST, MISSOURI**

AS RESCINDED AND RESTATED ON MARCH 28, 2007; FIRST AMENDED ON APRIL 30, 2014,  
AND SECOND AMENDED ON FEBRUARY 8, 2017

**ARTICLE I - DEFINITIONS**

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

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 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 member 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 as an opportunity 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 FRIENDSHIPS**?
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 Awards, 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 501(c)(4) of the Internal Revenue Code or the corresponding section of any future federal tax code.

### **ARTICLE III – BOARD OF DIRECTORS**

The governing body of this club shall be the Board of Directors 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 and immediate past president. The remaining directors serving on the Board shall be at least six members appointed by the president to serve as chairpersons of the standing committees established under Article VI of these Bylaws.

### **ARTICLE IV - ELECTION AND VACANCIES OF DIRECTORS INCLUDING OFFICERS**

**Section 1** – Members may nominate candidates for president, vice president, 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 or the club membership elects otherwise, the practice for the 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 that the sergeant-at-arms would

succeed to the position 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.

**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 a 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 action of the remaining Board directors. 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 action of the remaining officers-elect.

**Section 4** – Terms for all offices shall be one year. The president, president-elect, and the sergeant-at-arms may only serve one full term at a time in each position. The president or sergeant-at-arms 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.

## 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 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, 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; provide the monthly attendance report, which shall be made to the district governor

within fifteen (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.

**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. The treasurer shall also provide any and all information and documents necessary for any financial review or audit.

**Section 5 – Sergeant-at-Arms.** The duties of the sergeant-at-arms shall include managing the meeting facility’s equipment, assuring proper decorum for the conduct of an orderly meeting, greeting guests and other duties as may be prescribed by the president or by the Board.

## 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 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 director 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.
- **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.

- **Youth Service.** This committee should coordinate the Club's efforts to empower youth and young professionals through leadership development programs such international youth exchange activities, support and sponsorship of an Interact Club for high-school age youth, Rotaract coordination, and RYLA sponsorship.

- **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 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 only when approved by two other officers or directors upon written vouchers or upon authorization by Board action.

**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.

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

## 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 7:00 a.m. to 8:00 a.m. 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 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.

**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) directors, due notice having been given. The president may convene a special meeting on any motion, topic, or question by email, text messaging, telephone, or other electronic means.

**Section 5 – *Means of Attending Board Meetings.*** Directors 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 Directors constituting the Board shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the Directors present may adjourn the meeting from time to time without further notice. A Director is considered present at a meeting or special meeting convened by telephone or electronic means if that Director 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 Directors present at a meeting shall be the act of the Board, unless the act of greater number is required by law or these Bylaws. Directors may also vote by electronic means following a special meeting requested by the President or Vice-President. If a quorum is not present during any meeting, voting may be completed later by electronic means from the Directors at the request of the President or Vice-President. 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 modification 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 4-Way Test
- Adjournment.

## ARTICLE XI – RESOLUTIONS AND ACTIONS OF CLUB

The club shall not consider any resolution or motion to commit the club on any matter until the Board has considered it except as otherwise provided for in these By-Laws. 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 email 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 a specified length of time.

## ARTICLE XIV - FEES AND DUES

**Section 1 – Admission Fee.** An applicant for membership to the club shall pay an admission fee before the applicant can qualify as a member. The Board shall set the amount of the admission fee and the Board may adjust the fee from time to time.

**Section 2 – 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 and to the District and for the RI official magazine subscription.

## ARTICLE XV - METHOD OF ELECTING MEMBERS

**Section 1 – *Proposal 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 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 practicable in the discretion of the Board, as the sponsoring club of the Interact Club of Jefferson City (hereinafter referred to as “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 on 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 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 3 – *Scholarships.*** The club shall present two scholarship awards annually for expenditures for post-secondary education: one award to a graduating senior at Jefferson City Senior High School and one award to a graduating senior at Helias High School. The club may present scholarship awards to students 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 bases 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 Directors 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 provision 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 Directors shall determine.

**Section 2 – *Involvement of Court if Necessary.*** Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XX - 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 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 last rescinded and restated on March 28, 2007, and first amended on April 30, 2014, for the Rotary Club of Jefferson City Breakfast, Missouri, have been duly second amended to read as stated above by the membership on the 8<sup>th</sup> day of February, 2017.*

/S/   
Aaron J. Martin, President

*Attest:*

/S/   
Steven Erickson, Secretary.