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**The Consolidated Constitution and Bylaws**

**for**

**2021 - 2022**

**The Rotary Club**

**of Louisville Suburban**

DRAFT

**Meeting at:**

**Kosair Shrine**

**Kosair Shrine Center**

**4120 Bardstown Road**

**Louisville, Kentucky 40218**

**January 1, 2022**

**Foreword**

The consolidated Constitution and ByLaws of the Rotary Club of Louisville Suburban provide the rules and guidelines for the "Club". The two documents have been merged to create one synchronized document without the need for cross referencing or having conflicting information.

This club have adopted bylaws consistent with the constitution and bylaws of Rotary International, with the rules of procedure for an administrative territorial unit established by Rotary International, and with these constitution and bylaws embodying additional provisions for the governance of this club. Such provisions may be amended from time to time as therein provided.

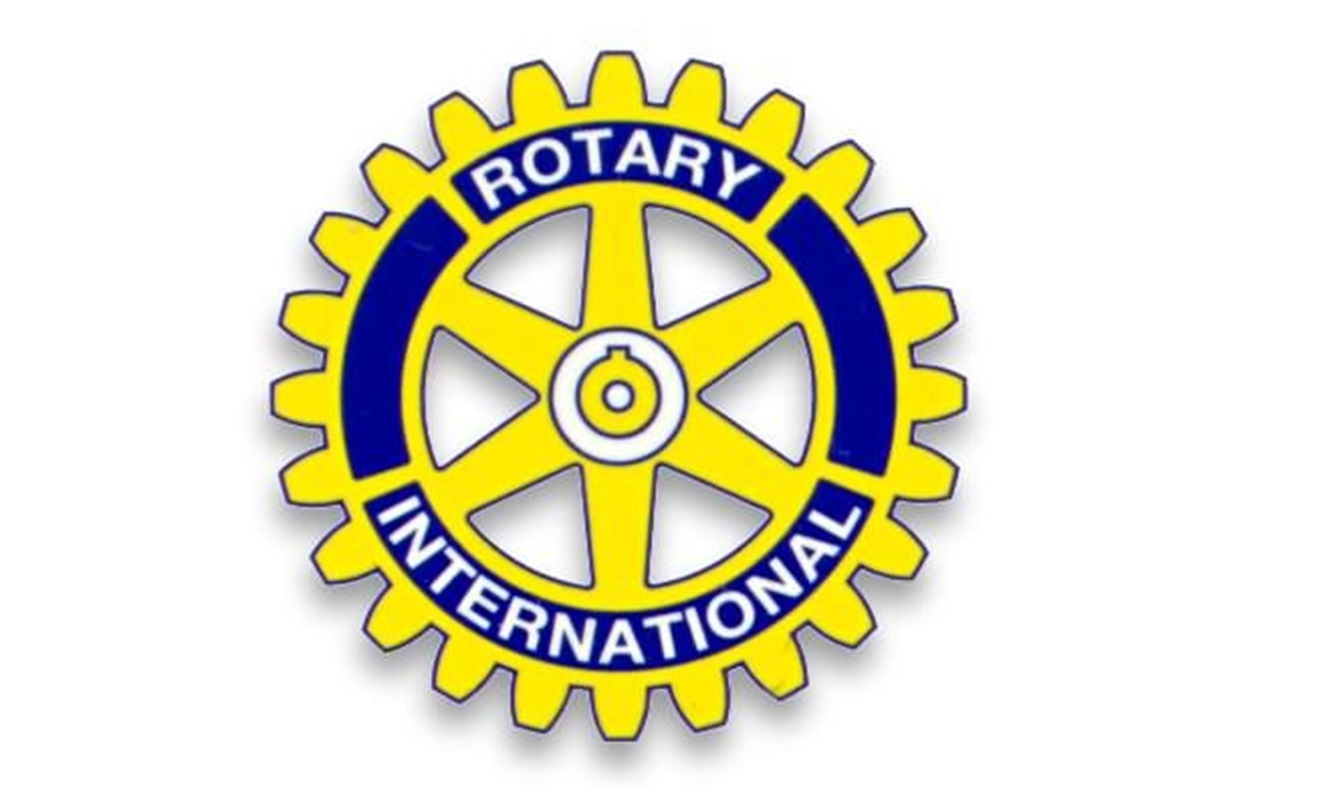
In addition to the Club Constitution and ByLaws other documents are also considered as part of the Club Constitution and ByLaws used to define and direct the Club. The other documents include:

* The Rotary Club of Louisville Suburban Organization Structure and Plans. This document lists Board Members, Officers, Committees, Projects, Grants and Plans for the coming year and is updated at the beginning of each Club year.
* The Yearly Plan. This document is a yearly plan that consists of the strategic initiatives for the Club including marketing and recruiting, the goals of the Club for Rotary and the tactics that will be used to reach the initiatives and goals.

* Financial Report and Budget. The Club Treasurer provides quarterly financial reports and a yearly budget for the Club.
* Rotary International ByLaws and Constitution. The Clubs ByLaws and Constitution are based on the Rotary International ByLaws and Constitution. However, adjustments have been made to address the Club needs while still maintaining the intent of Rotary International.

All Club documents are updated and approved by at the beginning of the yearly Club term by the Board of Directors and Officers and approved by the Club members. Changes and Amendments during the year are tracked and maintained by the President Elect and updated in the ByLaws and Constitution the following year. The approval for the Constitution and ByLaws consists of the Board of Directors and Officers reviewing and agreeing with the content of the Club document. All of the Club documentation and information are maintained on the Rotary DacDB system for reference and storage under My Club.

Note: The documents listed here are for the Rotary Club of Louisville Suburban and are not associated with the Louisville Suburban Rotary Charitable Foundation, Inc. which is a separate entity with its own ByLaws and Constitution and Board of Directors.



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| **Date** | **Changes** | **Authority and Approval** |
| 1/1/22 | Consolidation of previous ByLaws and Constitution, formatting, attendance and membership. | AW Buie - President, Mike King – President Elect, Don Gosser – Secretary, Neil Watkins – Treasurer, Board of Directors. |

**ARTICLE I. CLUB INFORMATION.**

This article provides the core information about the Rotary Club of Louisville Suburban.

**Section 1.0 Name.** The name of the organization is the Rotary Club of Louisville Suburban.

**Section 2.0 Locality of the Club.** The locality of this club is in southeast Louisville at the Kosair Shrine Center, 4120 Bardstown Road, Louisville, Kentucky 40218.

**Section 3.0 Acceptance of Constitution and Bylaws.** By payment of dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

**Section 4.0 Definitions.** The following are definitions used in this constitution and the ByLaws, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

* Board: The Board of Directors of this club.
* Consolidated Constitution and Bylaws: The consolidated constitution and bylaws of this club.
* Club: Used in this document as a reference to the Rotary Club of Louisville Suburban.
* Director: A member of this club’s Board of Directors.
* Member: A member, other than an honorary member, of this club.
* Quorum: The minimum number of participants who must be present for a vote is one-third of the Club’s members for club decisions and the majority of directors of the Club Board.
* RI: Rotary International.
* Satellite Club: A potential Rotary club whose members are members (when applicable) of this club.
* Year: The twelve-month period which begins on 1 July.
* The terminology “mail,” “mailing,” and “ballot-by-mail” includes use of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

**Section 5.0 References.** The Club Constitution and ByLaws contain the ongoing guidelines and rules outlined by Rotary International for Club Operations that are reviewed yearly. To keep the information organized there are multiple documents used with this Constitution and ByLaws. These references are maintained in the Club DacDB files and include:

* Rotary Club of Louisville Suburban Organization Structure.
* The Annual Planning Document with Goals and Objectives.
* The Rotary International Constitution and Bylaws.
* Rotary Club of Louisville Suburban Yearly Budget.

**Section 6.0 Constitution and ByLaws Review and Amendments.** The Consolidated Constitution and ByLaws are reviewed annually during the month following of Board and Officer change-over to ensure they continue to follow Rotary Guidelines and address the needs of the Club and members. Minimal changes are expected to the consolidated Constitution and ByLaws. However, most changes will occur in the Organization document designed to contain the yearly changes in the Board, Officers, Committees, Projects and Goals.

These bylaws may be amended at any regular Club Board meeting. Changing the club bylaws requires an approval with a Board of Directors quorum, sending written notice to each member 10 days before the meeting, having a member quorum present for the vote, and having two-thirds of the votes to support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies. The voting may take place in person or by email. Any member not present or not responding is an abstaining vote.

**Section 7.0 Club Organization Structure and Plans Document.** The Club Organization Structure and Plans document is a supplement to the Constitution and ByLaws. The purpose of this document is to keep organized operational and information for the Club that changes each year and during the year. The information includes Officers, Board of Director members, committees, projects, finances, Rotary goals and objectives, and other information to track the progress of the Club.

**ARTICLE II. VISION, MISSION AND GOALS OF THE CLUB.**

This article outlines the philosophical essence of Rotary and the Club.

**Section 1.0 Vision of Club.** The vision of the Rotary Club of Louisville Suburban is to:

* Become a leading Rotary Club in Louisville, Kentucky.
* Be viewed as a community organization that radiates from the Buechel area throughout Louisville and Jefferson County.
* Be an organization where people come to become involved with the community.
* Grow so member resources can be involved in diverse projects to help the community.
* Create coalitions with other benevolent organizations and businesses to combine support for community and international projects.
* Be a social gathering organization offering camaraderie, friendship for Club members and others in the community interested in sharing ideas and becoming a Rotary member.

**Section 2.0 Mission of Club.** The primary mission of the Rotary Club of Louisville Suburban is to:

* Complete the yearly goals of the Club as outlined in DacDB.
* Be involved in community projects.
* Provide an outlet for member gatherings and camaraderie.

**Section 3.0 Goals of Club.** The goals of the Club are defined each year when the new Board of Directors and Officers take office. Each year the goals may change based on the direction of Rotary International, the Rotary District and the needs and conditions of the Club. Because the yearly goals are dynamic, they are listed in the Rotary Club of Louisville Suburban Organization document for easier organizing, tracking and reporting. The goals are also listed and tracked in MyRotary.

**Section 4.0 Purposes of Rotary.** The purposes of this club are to:

* Pursue the Object of Rotary.
* Carry out successful service projects based on the Five Avenues of Service.
* Contribute to the advancement of Rotary by strengthening membership.
* Support The Rotary Foundation.
* Develop leaders beyond the club level.

**Section 5.0 The Four Objects of Rotary.** The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and encourage and foster:

**1.** The development of acquaintance as an opportunity for service.

**2.** High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and dignifying each Rotarian’s occupation as an opportunity to serve society.

**3.** The application of ideal service in each Rotarian’s personal, business, and community life.

**4.** The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

**Section 6.0 Five Avenues of Service with Rotary.** Rotary’s Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

**1. Club Service**. The first Avenue of Service involves action a member should take within this club to help it function successfully.

**2. Vocational Service.** The second Avenue of Service has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary’s principles and lending their vocational skills to club-developed projects to address the issues and needs of society.

**3. Community Service.** The third Avenue of Service comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club’s locality or municipality.

**4. International Service.** The fourth Avenue of Service comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.

**5. Youth Service.** The fifth Avenue of Service recognizes the positive change by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

**Section 7.0 Rotary Four-Way Test.** The Rotary Four-Way test used to determine interactions with other persons and organizations are:

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?

**Section 8.0 Yearly Theme and Logo.** Each year Rotary selects a theme and designs an associated logo for that theme. The Club will adopt that theme and modify any materials to reflect the yearly theme.

**Section 9.0 Recognizing Rotary’s Beginning.** The week of the anniversary of Rotary’s founding on 23 February, shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

**Section 10.0 Club Committees.** The Club has a variety of committees that are formed to manage, direct and oversee specific activities of the club. Some committees are permanent while others will depend on the yearly goals. Each committee must have a chairperson and a purpose. The President is automatically a member on each committee. Committee chairpersons provide quarterly reports to the Board on their status and involvements. The Club Committees are outlined in detail in the Rotary Club of Louisville Suburban Structure document that is updated yearly.

**Section 11.0 Club Projects.** The Club projects are efforts selected by the Club to support the community and Rotary International. Some are minor with minimal durations while others may be longer and extended year to year. Selected projects for the Club must be approved by the Board of Directors and Officers. Each project must have a sponsor and chairperson (can be the same person) who defines the project, goals and potential costs. Each project is required to provide a status report quarterly to the Board. All selected projects must be listed in the MyRotary and DacDB website, so the Club receives credit for the effort and for reporting and tracking the results. Any new projects through the year are added in MyRotary and DacDB.

**Section 12.0** **Project Grants.** The Club may submit grant requests to the Louisville Suburban Charitable Foundation, Inc., or another outside entity, on a yearly basis or when available. The grant request is required to provide details about the effort that would be funded and those involved in the grant. The Club grant requests need to be prepared every July to allow time to edit and review the request by the Board of Directors and Officers of the Club.

**Section 13.0 Club Changes.** The Club will change the Consolidated Constitution and ByLaws, and organizational structure as needed to ensure the survival of the club and to attract new members. Changes will remain within the guidelines of Rotary International and be designed to strengthen the club and increase the reach of the goals and objectives of Rotary.

**ARTICLE III. CLUB MEETINGS AND ATTENDANCE.**

This article outlines the types of Club meetings and how they are managed.

**Section 1.0 Club Meetings.** The Club will have a variety of meetings with the Board of Directors, Officers and Club members on an ongoing basis. The purpose of the meetings include Club business and social gatherings and Rotary District and International events.

**a. Weekly Member Meeting.** The Club has a weekly meeting for all members meeting every Wednesday at 12:00 noon, EST. The location, unless otherwise specified, is at Kosair Shrine Center, 4120 Bardstown Road, Louisville, Kentucky 40218. A reasonable notice of any change in location, time or cancellation of the regular weekly meeting will be given to all Club members.

**b. Board Meetings.** Board meetings are held on the first Wednesday at 11:00 am each month to discuss any business or planning issues. An agenda followed by written minutes of each meeting are provided from all Board meetings and made available to all members within 60 days of said meeting.

**c. Assistant District Governor Meetings.** A meeting with the Assistant District Governor may occur the second Monday of every month at 8:30 am for Club Presidents. Information and directives from the Rotary District and Rotary International are discussed.

**d. Annual Election Meeting.** An annual meeting of this Club to elect the Officers and Directors that will serve for the next Rotary year is held at the first Board and the Business Meeting every April.

**e. “Changing of the Guard” Meeting and Dinner.** A meeting to induct the incoming Board and Officers is held annually. This meeting is held in the evening and includes a meal and entertainment.

**f. “Ad Hoc” Special Meetings.** The Club may schedule “ad hoc” special meetings to address issues or events as needed. Members of the Club are notified in advance about the location and time.

**g. Off-Site Meetings.** An off-site meeting may be scheduled for a visit or event occasionally. Members of the Club are notified of this change in advance about the location and time.

**h. Evening Dinner and Social Meetings.** An evening dinner meeting may be substituted for a regular meeting. Members of the Club are notified of this change in advance about the location and time.

**Section 2.0 Meeting Management.** The guidelines for meeting management follows.

**a. Day and Time.** This Club holds a regular meeting once each week on the day and time scheduled. Attendance may be in person, through an online meeting, or online recorded replay meeting.

**b. Change of Meeting.** For good cause, the Board may change a regular meeting to any day after the meeting and before the next meeting, or to a different hour of the regular day or location.

**c. Cancellation.** The board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or during the week which includes a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.

**d.**  **Online Meetings.** Online meetings using Zoom or other interactive videos may be used in place of or in conjunction with a live meeting. In addition, if the meeting is recorded, it may be substituted for attendance at a meeting.

**e. Roberts Rules of Order.** During the business portion of all Club meetings Roberts Rules of Order will be used to maintain control and assist with the recording of the meeting. When there is a challenge to a decision a clarification discussion will ensue. The final decision will be ruled on by the three Directors.

**f. Speakers for Weekly Meetings.** Each weekly meeting that is not used to discuss business will have a speaker engaged for a presentation.

**g. Meeting Schedules.** All meetings that are scheduled will be posted in DacDB.

**h. Meeting Notes.** A documented agenda is prepared for the Board meeting. Meeting notes with discussion point and decision are created after the meeting using the documented agenda and then saved in the Club DacDB files.

**Section 3.0 Method of Voting for Club Issues.** The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

**Section 4.0 Board Action Final.** The decision of the Board in all Club matters is final, subject only to an appeal to the Club. A decision to terminate a member, pursuant to decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

**Section 5.0 Attendance Provisions.** Each member should attend regular Club meetings and engage in the Club service projects, other events and activities. Even though members are not required to attend a specific number of meetings it is encouraged that they attend to be aware of activities and events of the Club and develop friendships and camaraderie among the members of the Club.

The meeting attended by members are tracked for award and recognition purposes. Members who attend on a regular basis are given preference when requesting donations, projects and other activities involved with the Club. A member is counted as attending a regular meeting if present in person or using an online connection. A member also is credited with attendance is they attend a regular meeting of a Rotary meeting or event at another Club, District, Rotaract and Interact location.

**Section 6.0 Extended Absence.** If a member will have an extended absence for a period the Club must be notified. The payment of dues is still required. Attendance at other Rotary location and events can be used as a substitute for meetings.

**Section 7.0 Exceptions to Provisions on Meetings and Attendance.** Exceptions to the meeting provisions may be developed for the Club based on the needs and circumstances requiring the exception.

**ARTICLE IV. MEMBERSHIP.**

This article provides guidelines for club memberships.

**Section 1.0 Qualifications.** This club shall be composed of adults who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; are willing to serve in their community and/or around the world and pay their dues to the Club.

The qualifications to join the Club do not include professional classification limitations. Any number of persons may join the Club from specific professions. In addition, RI employees may join the Club.

**Section 2.0 Memberships.** This club has active, honorary and Satellite Club membership. Satellite Clubs are outlined on Article VII, Section 4.0.

**Section 2.1 Kinds of Membership.** The types of club memberships are:

**a. Active Memberships.** A person possessing the qualifications set forth in the RI Constitution may be an active membership in this club.

**b. Honorary Membership.** Honorary membership is for 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. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club. Honorary members are exempt from payment of dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

**Section 2.2 Types of Memberships and Dues.**  The types of memberships and dues are shown on the following table. The types of memberships may change as needed by the Club. The dues may change based on the member fees invoiced by Rotary International.

|  |  |  |  |
| --- | --- | --- | --- |
| **Membership Type** | **Description** | **Quarterly Dues** | **Yearly**  **Dues** |
| Individual | Individual Memberships are the standard memberships for one person with all the rights and privileges of the club. | $40 | $160 |
| Family | Family Membership are for the (Spouse or Partner). Family members are active members and have all the same rights, privileges and obligations as other members. | $60 | $240 |
| Young Professional | The Young Professional membership is for those under 30 who are starting their careers and trying to get established in Rotary. They have the same rights, privileges and obligations as other members. | $35 | $140 |
| Corporate | Corporation memberships are for businesses that may send four employees to be active in the club and the normal requirements and responsibilities of club membership. The four employees would have all the rights and privileges as the other members. Other employees of the corporation are entitled to come to any meetings and be involved but do not have the same privileges as the primary four employees | $120 | $480 |
| Honorary | (See Section 2.1) | $0 | $0 |

**Section 3.0 Duration of Membership**. Membership in the Club shall continue during the existence of this club unless the member stops paying dues, is terminated due to cause or resigns.

**Section 4.0 New Member Process.** The following steps are for the acceptance of new members.

**Section 4.1 Membership Application.** A potential new member must come to the regular meetings and introduce themselves to the Club and members. After attending three meetings their application can be submitted to the Club President for Board consideration.

**Section 4.2 Candidate Approval or Rejection.** The Board reviews a candidate’s application when received and approves or rejects the application for membership within two weeks of the application and notifies the applicant of the decision. An objection to an applicant must be made to a club officer or board member orally or in writing by the person objecting. The board will make its decision and the President will advise the objector and candidate of the outcome.

**Section 4.3 Candidate Acceptance**. When a new member candidate has been approved, the sponsor and candidate will be notified. Membership begins with the payment of dues. At that time an induction ceremony will be planned.

**Section 5.0 Membership Classifications and Limitations.** Each member is classified to assist with identifying the knowledge and demographics they bring to the club. Each member shall be classified in accordance with the member’s business, profession, or type of community service. The classification shall describe the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member’s principal and recognized business or professional activity or that which describes the nature of the member’s community service activity. If the circumstances warrant, the board may correct or adjust the classification of any member. The following are limitations related to classifications.

* Retired Members. Retired members are not included in the total for a classification.
* Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.
* Dual Membership. No person shall simultaneously hold active membership in this and another club other than a satellite club or simultaneously be a member and an honorary member in this club.

**Section 6.0. Membership Terminations.** Membership shall automatically terminate when a member no longer meets the membership qualifications. The rules for membership termination are:

* **Termination, Non-payment of Dues.** Any member failing to pay dues within thirty days after the prescribed time shall be notified in writing by the secretary at the member’s last known address. If the dues are not paid on or before ten days of the date of notification, membership may terminate, subject to the discretion of the board. The board may reinstate the former member to membership upon the former member’s petition and payment of all indebtedness to this club.
* **Termination, Non-attendance.** If a member no longer attends meetings and does not keep the Club informed about their non-attendance they may be terminated even if they pay their dues. The decision for this would be made by the Board.
* **Termination, Good Cause.** The board may terminate a member who ceases to have the qualifications for membership in this club or for any good cause. The guiding principles for this shall be The Four-Way Test; and the high ethical standards one should hold as a Rotary club member. Prior to taking any action the member shall be given at least ten days’ written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member’s case. Notice shall be by personal delivery or by registered letter to the member’s last known address.

**Section 7.0 Temporary Suspension.** A temporary suspension may occur If in the opinion of the board:

**a.** Credible accusations have been made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and

**b.** Those accusations, if proved, constitute good cause for terminating the membership of the member; and

**c.** It is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the board considers should properly occur before such action is taken by the board; and

**d.** That in the best interests of the club and without any vote taken as to his or her membership, the member’s membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this club and from any office or position the member holds within the club; the board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for a reasonable period of time not to exceed 90 days and on such further conditions as the board determines. A suspended member may appeal or refer to mediation or arbitration the suspension.

Prior to the expiration of the suspension period, the board must either proceed to terminate the membership of the suspended Rotarian or reinstate the suspended Rotarian to full regular status.

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**Section 8.0 Right to Appeal, Mediate or Arbitrate Termination.** The guidelines for members to appeal termination follow.

**a. Notice.** Within seven days after the date of the board’s decision to terminate or suspend membership, the secretary shall give written notice of the decision to the member. Within fourteen days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate.

**b. Date for Hearing of Appeal.** In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one days after receipt of the notice of appeal. At least five days’ written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

**c. Mediation or Arbitration.** The procedure utilized for mediation or arbitration shall be provided.

**d. Appeal.** If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.

**e. Decision of Arbitrators or Umpire.** If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and not be subject to appeal.

**f. Unsuccessful Mediation.** If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate.

**Section 9.0 Board Action Final.** Board action shall be final if no appeal to this club is taken, and no arbitration is requested.

**Section 10.0 Forfeiture of Property Interest**. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club if, under local laws, the member may have acquired any right to them upon joining the club.

**Section 11.0 Resignation.** The resignation of any member from this club shall be in writing, addressed to the president or secretary and accepted by the board if the member has no indebtedness to this club

**Section 12.0 Termination Exceptions.** Automatically termination occurs when a member no longer meets the membership qualifications except when a member is moving from the locality and requests a leave of absence not to exceed one year to enable the member to visit and become a member of a new club and the member continues to meet all conditions of club membership.

**Section 13.0. Rejoining the Club.** When the membership of a member has terminated, the member can be reinstated by paying dues and fulfilling the qualifications of the Club.

**ARTICLE V. ELECTIONS OF THE BOARD OF DIRECTORS AND OFFICERS.**

This Article outlines the election process and terms for the Board or Directors and Officers.

**Section 1.0 Club Elections and Schedule.** Each year the Club retains or involves new officers to manage the Club. The election process is designed to bring in fresh ideas and share the work between members. The election occurs at the beginning of April. The process is managed by the Board of Directors and the President. The elections are for Club Officers only.

**Section 2.0**  **Officer Elections and Management Positions.** The Club Officers are responsible for the operations and management of the Club and members of the board. The detailed duties of the positions are listed in the *Rotary Club of Louisville Suburban Organization* document that is updated yearly. The officer, directors, and committee chairperson positions and the terms are:

* President: Presides at club and board meetings for one year.
* President Elect (Vice President): Prepares for his or her year in office and serves for one year.
* Vice-Presidents: There may be additional Vice-Presidents if needed.
* Treasurer: Oversees all funds and an annual accounting of them for three years.
* Secretary: Keeps membership and attendance records for two years.
* Sergeant-at-Arms: Maintains order in club meetings for one year.
* Directors: At least three directors are selected to attend club and board meetings. Committee Chairs may be directors.
* Immediate Past President: Serves as a director on the Club Board of Directors for one year.

**Section 3.0 Board of Director Governance.** There are no elections for the Board of Directors. The Officers of the Club are automatically on the Board of Directors with directors or volunteers from committees and groups from inside or outside the Club but related to the Club. These groups may include Rotary International, the Rotary Foundation, the Louisville Charitable Foundation and other groups promoting the Club and community projects associated with the Club. The Board shall have general control over all Officers and Committees and, for good cause, may declare any office vacant.

**Section 4.0 Committees.** The Club has a variety of management areas and projects selected to fulfill the requirements of Rotary and the community. Organized committees are used to manage these area and projects and events. Some of the committees are static and recurring each year while others are optional. Each committee must have a chairperson assigned to the effort. The focus on the tasks and projects may change so the committees are re-organized each year based on the needs to the Club.

A committee chairperson position may work with an Officer as part of their duties for some committees. Or a chairperson is selected from volunteers within the Club for other committees. Due to this there are no elections for committee chairpersons. If no one is assigned to a committee, the efforts for that committee are placed in a dormant state with no efforts or funds used to provide support to it. The committees for the Club are outlined in a separated document, The Rotary Club of Louisville Suburban Organization Structure.

**Section 5.0 Projects.** Projects selected and supported by the Club are placed under a committee. Each year there is a variety of projects that may be an ongoing effort or new. Each project must be organized under a committee and have volunteers to support it. If there are no volunteers for a project, the project will not have the support of the Club and will be placed in a dormant state for future consideration. As such, there are no elections directly associated with projects.

## Section 6.0 Elections and Terms of Office. The guidelines for elections and terms of office follow.

**Section 6.1** **Terms of Officers.** Each officer shall be elected as provided in the Constitution and Bylaws. Each officer shall take office on July 1st and shall serve for the term of office or until a successor has been duly elected and qualified.

**Section 6.2**  **Term of President.** The elected nominee shall take the title of president on July 1st. and shall serve a period of one year or until a successor has been duly elected and qualified.

**Section 6.3 Qualifications.** Each officer and director shall be a member in good standing of this club. A candidate for the office of president shall have served as a member of this club for at least one year prior to being nominated for such office, except where service for less than a full year may be determined by the district governor to satisfy the intent of this requirement.

The president-elect shall attend the district presidents-elect training seminar and the district training assembly unless excused by the governor elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president elect does not attend the presidents-elect training seminar and the district training assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district training assembly or training deemed sufficient by the governor-elect has been duly elected.

**Section 7.0 Election Process for Club Officers.** The process consists of four phases that are described in the following sections.

**Section 7.1 Election Nominations.** During the month before elections, members nominate candidates for president, president-elect, secretary, treasurer. The nominations may be presented by a nominating committee, by members from the floor, or both. In addition, another club may propose one of its transferring or former members who is joining the Louisville Suburban Club.

**Section 7.2 Candidate Approval or Rejection.** The Board approves or rejects a candidate for an officer position the month before the election. An objection to a candidate is addressed directly to any member of the board orally or in writing. The board considers the objection and notifies the candidate.

**Section 7.3 Election Voting.** A ballot will be prepared with the names of the nominees getting the most nominations. A vote via secret ballot is conducted during the Club business meeting which is held at the beginning of each month with each member getting one vote. The voting is conducted by an in-person ballot at the meeting or by email with the email counted as a ballot. All votes are verified to ensure eligibility and each person only submits one vote. The candidate receiving most votes for each office will be declared elected to that office.

**Section 7.4 Induction into Office.** The Board of Directors and Officers for the coming year are inducted at an annual meeting and ceremony called “The Changing of the Guard”. The meeting is held at the end of June on a selected evening date that includes the induction ceremony, dinner and entertainment.

**Section 8.0 Officer Vacancy Replacement.** If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.

**Section 9.0 Officer Elect Replacement.** If any officer-elect or director-elect vacates a position, the remaining members of the board select will appoint a replacement.

## ARTICLE VI. FINANCES AND DUES.

This article outlines the management of the dues, costs and finances of the Club.

**Section 1.0 Club Dues.** Every member shall pay annual dues as prescribed in the bylaws. The annual club average dues are $160.00. They are paid at the: end of each calendar quarter along with billing for current meal costs. However, there are other types of memberships that may have different levels of dues depending on the circumstance. (See Article IV for the descriptions and dues for the various members). Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

**Section 2.0 Cost of Meals for Members.** A meal is served at each weekly meeting. The cost will vary depending on the time, location and if the meeting location is remote. The average cost is $15. The cost of the meals is assessed and invoiced at the same time as the quarterly dues.

**Section 3.0 Cost of Meals for Speakers and Potential Members.**  The cost of meals for speaker and potential members is paid for by the Club. A potential members receive the first meal at no cost. All subsequent meals must be paid for by the potential member or their sponsor.

**Section 4.0 Cost of Meals for Guests.** A guest visiting the meeting will usually be with a current member of the Club. The cost of the meals for guests invited to the Club who are not potential members is paid for by the member who invites the guest or by the guest.

**Section 5.0 Bill Payments.** Bills are paid by the Treasurer or another authorized officer and approved by one other officer or director.

**Section 6.0 Annual Budget.** Before the end of each fiscal year, the club treasurer and or budget committee, prepares and submits for approval by the board an annual budget of estimated receipts and expenditures that will occur throughout the yearly term.

**Section 7.0 Funds Deposits.** The treasurer deposits club funds in a financial institution or institutions designated by the board.

**Section 8.0 Financial Statement.** Club members will receive an annual financial statement.

**Section 9.0 Financial Analysis.** A qualified individual, accountant or accounting firm will annually conduct an analysis of all financials. The results will be reported to the Board of Directors and Club for approval no later than September of that year.

**Section 10.0 Fiscal Year.** The fiscal year is from 1 July to 30 June.

**Section 11.0 Grants.** The Club may request a donation from an outside organization. One of the types of donations is a grant that is requested to achieve an identified goal of the Club or the donating entity. The grant requires a documented request that outlines the goals, usage and amounts. The funds that are received are usually restricted funds that must be applied towards the identified goals and usage. Each grant may have different regulations for receiving the funds that need to be identified so a process can be developed to receive, spend or be reimbursed for the expenditures. The Treasurer tracks, reimburses and reports all the activities for a grant and completes a “close” report when the goals are completed, and the funds exhausted.

**ARTICLE VII GENERAL RULES AND COMMENTS.**

This article contains general rules and comments.

**Section 1.0 Community, National and International Affair Discussions.** Guidelines for public discussions about politics and controversies in the community, national and international settings follow.

**Section 1.1 Proper Subjects of Discussion.** The merits of any public question or controversy involving the general welfare of the community, the nation, and the world are of concern to the members of this club. The public questions and controversies may be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, the subjects in question should be selected carefully especially is they are of a personal opinion nature. This Club shall not express an opinion on any pending controversial subjects, political or public measures. In addition, the Club may not associate itself or participate with other organizations, public forums, presentations, news media, television, radio, internet, and other information outlets that present or discuss any controversial, political or divisive subjects. The purpose of this is to ensure that there are no false impressions of support by Rotary due to an association or being involved with that organization.

**Section 1.2 No Endorsements.** This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

**Section 1.3 Non-Political Statements.** The guidelines for non-political involvement of the club are:

**a. Resolutions and Opinions.** This club shall neither adopt nor circulate resolutions or opinions and shall not take action dealing with local, world affairs or international policies of a political nature.

**b. Appeals.** This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific local community or international problems of a political nature.

**Section 2.0 Rotary Magazines.** The guidelines for Rotary Magazine subscriptions follow.

**Section 2.1 Mandatory Subscription.** Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine or the Rotary magazine approved and prescribed by the board for their club or clubs. The subscription shall be paid on such dates as established by the board for the payment of per capita dues for the duration of membership in this club.

**Section 2.2 Subscription Collection.** The subscription shall be collected by this club from each member in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

**Section 3.0 Arbitration and Mediation.** The guidelines for dispute arbitration and mediation follow.

**Section 3.1 Disputes.** Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

**Section 3.2 Date for Mediation or Arbitration.** In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one days after receipt of the request for mediation or arbitration.

**Section 3.3 Mediation.** The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor’s representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

**a. Mediation Outcomes.** The outcomes or decisions agreed between the parties because of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the club. Either party, through the president or secretary, may call for further mediation if either party has retracted significantly from the mediated position.

**b. Unsuccessful Mediation**. If mediation is unsuccessful, arbitration may be requested.

**Section 3.4 Arbitration.** In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

**Section 4.0 Governance of a Satellite Club of this Club.** When applicable, a satellite club shall be in the same locality as this club or in the surrounding area. This Club shall provide such general oversight and support of a satellite club as is deemed appropriate by the board.

**a. Satellite Club Board.** For the day-to-day governance of a satellite club, it shall have its own annually elected officers and board drawn from members of the satellite club using the same structure at the Louisville Suburban Club. The satellite board is responsible for the day-to-day management and activities of the satellite club in accordance with the same Constitution and ByLaws as Louisville Suburban. It shall have no authority within, or over, Louisville Suburban.

**b. Satellite Club Elections.** When applicable, a Satellite Club will follow the same process and schedule for elections as Louisville Suburban. The election process at the Satellite Club is independent from the Rotary Club of Louisville Suburban.

**c. Satellite Club Reporting Procedure**. A satellite club shall, annually, submit to the president and board of Louisville Suburban a report on its membership, its activities and programs, accompanied by a financial statement and audited accounts, for inclusion in this club’s reports for its annual general meeting and such other reports as may, from time to time, be required by this club.

**d. Satellite Club Membership.** Members of a satellite club shall also be members of the sponsor club until such time as the satellite club is admitted into membership of RI as a Rotary club.

**e.** **Satellite Club Meeting.** If provided in the bylaws, a satellite club shall hold regular weekly meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club’s regular meetings. A satellite club meeting may be cancelled for any reason.

**Section 5.0 Louisville Suburban Rotary Charitable Foundation, Inc.** The Louisville Suburban Rotary Charitable Foundation, Inc. is a separate legal entity outside the Rotary Club of Louisville Suburban. These organization are separately incorporated and have different Constitutions and ByLaws, officers and board members, employer identification numbers, budgets and bank accounts. The funds of the Foundation are not co-mingled with the Club. The Club has no rights or expectation for the use of the funds belonging to the Foundation.

The relationship that does exist is that the Foundation may make donations or provide grants to the Club for use with projects, events or causes. In addition, most members of the Foundation are also members of the Club and may also be on the Board of Directors for both organizations.