

**Bylaws**

**For**

**2019**

DRAFT

**Meeting at:**

**Kosair Shrine**

**Kosair Shrine Center**

**4120 Bardstown Road**

**Louisville, Kentucky 40218**

**May 1, 2019**

**The Rotary Club**

**of Louisville Suburban**



**2018 - 2019 ByLaws Approval**

The ByLaws of the Rotary Club of Louisville Suburban provide the rules and guidelines for the "Club" and are synchronized with the Constitution. Each year the document is audited at the beginning of the Board of Directors term for comments, changes, errors and additions. Changes during a year are entered into the following years ByLaws and maintained on a separate list. An "addendum" contains additional information which supports the ByLaws in more detail. This document contains the restated and amended ByLaws of the Rotary Club Louisville Suburban for the year 2018 - 2019 approved by the officers.

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Sandra Lovell May 1, 2019

President

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Allan D. Morgan May 1, 2019

Vice President and President Elect

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Neil Watkins May 1, 2019

Treasurer

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Don Gosser May 1, 2019

Secretary

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Skip F. Thorpe May 1, 2019

Sergeant-at-Arms

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Glenn Robert Gilbert May 1, 2019

Director and Past President

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[Robert E. Herzfeld](http://www.directory-online.com/Rotary/Member2/Member.cfm?UserID=800495917)May 1, 2019

Director and Compliance Chair

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Greg Scheller May 1, 2019

Director and Louisville Suburban

Rotary Charitable Foundation, Inc.

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Michael Parker May 1, 2019

Director and Rotary Foundation Chair

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Mark Wilson May 1, 2019

Director and Member Fellowship Chair

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# BYLAWS OF THE ROTARY CLUB OF LOUISVILLE SURBURBAN.

This document contains the ByLaws of the Rotary Club of Louisville Suburban used for the operational management of the club.

## Article 1. Definitions. As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

## 1. Board: The club’s board of directors

2. Director: A member of the club’s board of directors

3. Member: A member of the club, other than an honorary member

4. Quorum: The minimum number of participants who must be present when a vote is taken: one- third of the club’s members for club decisions and a majority of the directors for club board

 decisions

5. RI: Rotary International

6. Year: The 12-month period that begins on 1 July

## Article 2. Board of Directors. The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, treasurer and 3 directors.

## Article 3. Elections and Terms of Office.. The guidelines for elections and terms of office follow.

**Section 1. Nominations.** One month before elections, members nominate candidates for president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

**Section 2. Majority Vote.** The candidate who receives a majority of the votes for each office is

declared elected to that office.

**Section 3. 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 4. Officer Elect Replacement.** If any officer-elect or director-elect vacates a position, the

remaining members of the board select will appoint a replacement.

**Section 5. Terms of Office**. The terms of office for each role are:

* President: one year
* Vice President: one year
* Treasurer: three years
* Secretary: two years
* Sergeant-at-Arms: honorary for life
* Director: three years

## Article 4. Duties of the Officers. The club officers and high-level duties are listed below.

**Section 1. President.** The President presides at club and board meetings.

**Section 2. Past President.** The immediate Past President serves as a director on the club board.

**Section 3. President-Elect.** The President-elect prepares for his or her year in office and serves as a Vice President.

**Section 5. Director.** The Director attends club and board meetings.

**Section 6. Secretary.** The Secretary keeps membership and attendance records.

**Section 7. Treasurer.** The Treasurer oversees all funds and provides an annual accounting of them.

**Section 8. Sergeant-at-Arms.** The Sergeant-at-Arms maintains order in club meetings.

## Article 5. Meetings. The standard meetings for the club are as follows.

**Section 1. 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 no later than 31December.

**Section 2.**  **Weekly Member Meeting.** This club meets as follows: 12:00 PM EST, Wednesday at the Kosair Shrine Center, 4120 Bardstown Road, Louisville, Kentucky 40218. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

**Section 3. Board Meetings.** Board meetings are held each quarter. Special meetings of the board are

called with reasonable notice by the president or upon the request of two directors.

**Section 4. Roberts Rules of Order.** Club Assemblies and Directors meetings will be conducted utilizing Roberts Rules of Order.

## Article 6. Dues. Annual club dues are $104.00. They are paid as follows: end of each calendar quarter along with billing for current meal costs. 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.

## Article 7. Method of Voting. 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.

## Article 8. Committees. The guidelines for the formation and management of committees follow.

**Section 1. Club Committees.**  Club committees coordinate their efforts to achieve the club’s annual

and long term goals.

**Section 2. President Membership in Committees.** The President is an ex-officio member of all

committees and, as such, has all the privileges of membership.

**Section 3. Committee Chair.** Each committee’s chair is responsible for the regular meetings and

 activities of the committee, supervises and coordinates its work, and reports to the board on all

## Article 9.0 Finances. Guidelines for the management of finances for the club follows.

 **Section 1. Annual Budget.** Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

 **Section 2. Funds Deposits.** The treasurer deposits club funds in a financial institution or institutions designated by the board.

 **Section 3. Bill Payments.** Bills are paid by the Teasurer or another authorized officer and approved by one other officer or director.

 **Section 4. Financial Audit.** A qualified person conducts a thorough annual review of all financial transactions.

 **Section 5. Financial Statement.** Club members will receive an annual financial statement of the club.

 **Section 6. Fiscal Year.** The fiscal year is from 1 July to 30 June.

## Article 10.0 Method of Electing Members. The guidelines for the election process follows.

**Section 1. Candidate Proposal.** A member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members.

**Section 2. Candidate Approval or Rejection.** The board approves or rejects the candidate’s membership within 30 days and notifies the proposing member of its decision.

**Section 3. Candidate Sponsor Notification.** The member sponsoring the proposed new member is notified of the board’s approval. An announcement with the proposed members name and classification is made orally for 2 consecutive meetings. Provided no objections are posed the proposed member is invited to join.

**Section 4. Candidate Objection.** An objection to a proposed member must be addressed directly to any member of the board orally or in writing. The board will then consider the objection and the sponsoring member will then be notified of it’s decision.

## Article 11. Amendments. These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes 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.

