

**BYLAWS
OF
THE ROTARY CLUB OF PADUCAH
AMENDED AND RESTATED**
Effective January 1, 2024

**ARTICLE 1
NAME**

The name of the club shall be The Rotary Club of Paducah (the “Club”).

**ARTICLE 2
BOARD OF DIRECTORS**

2.1 Governing Body. The Club’s governing body shall be its Board of Directors, comprised of its Officers and Directors, as elected and/or approved in accordance with these Bylaws.

2.2 Officers. The Club shall elect and appoint the following Officers: (1) President, (2) President-Elect, (3) Vice-President, (4) the immediate Past President, (5) Secretary, (6) Treasurer, and (7) Sargent-at-Arms, in accordance with these Bylaws. These Officers shall also serve as Directors.

2.2.1 The Vice-President shall succeed to the office of President-Elect the year following his or her term as Vice President, then succeed to the office of President the year following his or her term as President-Elect.

2.2.2 The President shall succeed to the office of immediate Past-President the year following his or her term as President.

2.3 Board of Directors. The Board of Directors shall consist of the seven (7) Officers as provided in Article 2.2, plus a minimum of six (6) and no more than eight (8) elected Directors in accordance with the provisions of Article 3, resulting in thirteen (13) to fifteen (15) voting Directors (the “Board” or “Board of Directors”). The REAP Chair shall be an ex officio Director.

2.4 Term Length. Directors shall serve either a two-year or one-year term. Directors shall be limited to serving two (2) consecutive two-year terms or four (4) consecutive one-year terms, and then may serve again after skipping a term. There shall be no term limits for the Club Secretary, Treasurer, or Sargent-at-Arms.

2.5. Additional Qualifications. In addition to the qualifications herein, Directors and Officers must all be members of the Club. For these purposes, “member” includes Regular and

Young Professional, R85 member classifications. Honorary Members are not eligible for Office as otherwise noted in the standard Rotary club constitution.

2.6 Compensation. No Director shall receive compensation for his or her services as Director; however, any expenses incurred by any Director because of his or her duties or responsibilities as such may be paid by the Club.

ARTICLE 3 ELECTION OF DIRECTORS AND APPOINTMENT OF OFFICERS

3.1 Nominating Committee. A Nominating Committee shall oversee and facilitate the selection process for the appointment of Vice President and election of Directors.

3.2 Committee Members. The Nominating Committee shall consist of (1) the Immediate Past President, (2) President, (3) President-Elect, (4) Vice-President, and (5) Membership Chair, for a total of five (5) members.

3.3. Nominating Committee Chair. The Immediate Past President shall serve as chair of the Nominating Committee. The Chair's purpose shall be to facilitate the selection process which will be a collaborative effort with all members' opinions and votes carrying equal weight.

3.4 Meeting. The Nominating Committee shall meet at least two (2) months prior to the annual meeting for the purpose of preparing a slate of candidates for appointing the Vice President and for electing Directors. The Nominating Committee meeting may be in-person, virtual, or if agreed upon by the Committee, by email discussion and vote.

3.5 Nominations. The Nominating Committee shall prepare a list of Vice-President nominations and Director candidates to be presented at the January regular Board Meeting. Nominations by members of the Committee may be submitted in advance.

3.5.1 The nominees for Vice-President shall have been a member of the Rotary Club of Paducah in good standing for at least three (3) years and must have served as either a Director or Committee Chair. The three years of service may be waived if approved by the full board. The Board shall vote to approve the Vice President upon the recommendation of the Committee. If the Nominating Committee presents more than one (1) candidate for Vice President, then the Board shall vote and appoint a Vice President.

3.5.2 The list of Director nominees shall consist of Rotarians, half of which shall have been a member in good standing for at least two (2) years and half of which shall have been a member in good standing for at least one (1) year. The Board shall vote to approve the list of nominees to be placed on the Ballot.



3.6 All Officers shall be elected by the membership.

3.7 Ballot. Upon the Board's approval of the list of Nominations per Article 3.5, the Nominating Committee shall prepare a paper Ballot to be used at the election, which notifies the Members of the Vice-President appointment, provides a list of all candidates for election as a Director, and specifies the candidates up for election to serve a two-year term and one-year term. The Members shall approve or disapprove the slate by submitting their anonymous paper ballots to the Executive Secretary. The foregoing notwithstanding, electronic voting may be utilized as determined by the Board. The Board shall notify the members regarding electronic voting and set forth the parameters at least ten (10) days prior to the election.

3.8 Timing. The appointment of Vice President and the slate of candidates for Director vacancies shall be finalized at or before the January regular Board meeting.

3.9 Notice. The nominated candidates shall be voted on at the annual meeting. Notice to the membership containing the list of candidates shall be sent via email to the email address of record for each member, at least twenty (20) days prior to the annual meeting which shall serve as notice to all members.

3.10 Voting. The nominations duly made shall be placed on the ballot in alphabetical order and voted on at the annual meeting.

3.10.1 At each election, half of the candidates will be on the Ballot for a one-year term.

3.10.2 At each election, half of the candidates will be on the Ballot for a two-year term.

3.11 Vacancy. A vacancy on the Board of Directors or any office shall be filled by action of the remaining members of the Board.



ARTICLE 4 DUTIES OF OFFICERS

4.1 President. It shall be the duty of the President to preside at meetings of the club and Board and to perform such other duties as ordinarily pertains to the office of President.

4.2 President-Elect. It shall be the duty of the President-Elect to preside at meetings of the club and Board in the absence of the President and to perform such other duties as may be prescribed by the President or the Board. The President-Elect shall serve as Programs Chair for the year in which he or she serves.

4.3 Vice-President. It shall be the duty of the Vice-President to preside at meetings of the club and Board in the absence of the President and President-Elect and to perform such other duties as ordinarily pertains to the office of the Vice-President.

4.4 Secretary. It shall be the duty of the Secretary to perform the following responsibilities: (1) keep records of membership; (2) record attendance at meetings; (3) send out notices of meetings of the club, Board, and committees; (4) record and preserve the minutes of meetings of the club, Board, and committees; (5) make the required reports to Rotary International (RI), including semiannual reports of membership, which shall be made to the General Secretary of RI on January 1st and July 1st of each year, prorated reports to the General Secretary 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, the report of changes in membership, which shall be made to the General Secretary of RI, and the monthly report of attendance at the club meetings, which shall be made to the District Governor within fifteen (15) days of the last meeting of the month; (6) collect and remit to RI subscriptions to *THE ROTARIAN*; and (7) perform such other duties as usually pertain to the office of the Secretary.

4.5 Treasurer. It shall be the duty of the Treasurer to perform the following responsibilities: (1) maintain custody and accounts of all funds; (2) account to the club for such funds annually and at any other time upon demand by the Board; (3) submit to the Board of Directors a report of the accounting at least annually or at any other time as the Board may direct; and (4) perform such other duties as usually pertain to the office of the Treasurer. Upon retirement from office, the Treasurer shall render an accounting and turn over to his/her successor or to the President all funds, books of accounts, or any other club property in his/her possession, at which point the Board will direct the Audit Committee (as established in Article 11, Section 4) to issue a written audit report covering the final accounting of the retiring Treasurer for the duration from the last preceding audit date to the date of retirement.

4.6 Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the President or the Board.



4.7 Executive Secretary. The Board may, in addition to the Officers herein, hire an Executive Secretary and assign the duties contained in this Article 4.4. to the position, plus any other responsibilities as determined by the Board. The Board may offer compensation and/or other benefits as approved by the Board. The position of Executive Secretary may be held by a member Rotarian or a non-member. The Executive Secretary will attend Board meetings and regular meetings and perform such duties as determined by the Board.

ARTICLE 5 MEMBERS

5.1 Members. The Rotary Club of Paducah shall have members classified as Regular, Young Professional, R85, and Honorary, in accordance with these Bylaws. Every member, regardless of class, may be referred to as a Rotarian.

5.2 New Members. The Club may admit new members from time to time in accordance with the provisions of Article 5. A prospective new member shall be sponsored by an active member of the club and shall submit a new member application in accordance with this Article. A transferring or former member of another club may be proposed for active membership in the Club by his or her former/current club through one of its officers or directors, or by a current member, upon application as if applying as a prospective new member.

5.2 Prospective New Member. A prospective new member shall submit an official application for membership.

5.3 New Member Application. A prospective new member shall submit a new member application via email or in person to the Board or the Club's Executive Secretary. The Executive Secretary will provide notice of the new prospective member's application to the membership no later than seven (7) days after receiving the application. The Board shall review prospective new member applications to ensure that the applicant meets all membership requirements of the club's constitution. In the absence of an Executive Secretary, the Secretary shall assume the duties prescribed herein.

5.4 Approval or Disapproval. The Board shall vote to approve or disapprove a prospective new Member application after the applicant has attended at least three (3) meetings as a guest and within a reasonable time following the applicants submission and shall notify the applicant of its decision within seven (7) days of the Board's vote to approve or disapprove. The members of the Club shall have the opportunity to present, in writing, any concerns or provide support for new member applicants to be considered by the Board.

5.5 Approval of New Members. If no written objection to the new member application is received by the Board from any member of the Club within the seven (7) days following publication of information by email about the prospective member, that prospective member, upon Board vote to approve and payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be elected to membership. The new member shall be informed of the purposes

of Rotary, the privileges, and responsibilities of membership, and be responsible for dues prorated to the date of membership as reflected on DacDb. The new Member will provide any other information deemed necessary and requested by the Board and shall schedule a date to be inducted in accordance with Article 5.7 within a reasonable time following his or her acceptance.

5.6 Objection. If any written objection has been filed with the Board within the seven (7) days following the notice in Article 5.3 and publication of information about the prospective member, the Board shall consider the objection and vote on the matter at its next meeting. Provided, however, the Board may, in its discretion, table the vote to obtain additional information about the applicant. If approved despite the objection, the prospective new member, upon payment of the admission fee (if not honorary membership), shall be approved for membership in accordance with Article 5.4.

5.7 Induction. The President, or his/her designee, shall arrange for the induction of the new member, issue a membership card, and report the new member to Rotary International following approval. The Executive Secretary or Secretary Officer shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

5.8 Honorary Membership.

5.8.1 Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to Honorary membership in this Club upon written request to the Board. The Board shall have absolute discretion in determining Honorary member status. The term of such Honorary membership shall be as determined by the Board. People may hold Honorary membership in more than one club.

5.8.2 Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, except that Honorary members shall be responsible for payment of lunches at meetings they attend. Except as otherwise provided in these Bylaws, Honorary members will have no vote and not be eligible to hold office in the Club.

ARTICLE 6

MEETINGS

6.1 Annual Meeting. The Annual Meeting shall be held in February each year at a regular meeting of the club. Notice of the date, time, and location shall be sent to the Members at least thirty (30) days prior to the annual meeting.

6.2 Weekly Meetings. The regular weekly meetings of this club shall be held each Wednesday beginning at 12:15 p.m., except as otherwise determined by the Board. The club shall attempt to meet at least forty-six (46) times during its fiscal year.



6.3 Notice. Reasonable notice of any cancellation of the regular meeting shall be given to all members of this club by email and, if available, announced during a regular meeting.

6.4 Attendance. All members, except an honorary member or member excused by the Board of Directors of this club, pursuant to Article VIII, Section 2 (b) of the standard Rotary club constitution, in good standing in the club on the day of the regular meeting, must be counted as present or absent. Attendance must be evidenced by the member's being present for at least twelve (12) regular meetings, either at this club, e-club, or any other Rotary club, or as otherwise provided in the standard Rotary club constitution, Article VIII, Section 1. The foregoing notwithstanding, no member shall be subject to any punishment for attendance.

6.5 Member Quorum. One-third (1/3) of the Members on the roll shall constitute a quorum for transacting business at any meetings of the members, including the Annual Meeting. For these purposes, Honorary Members present shall count toward a quorum.

6.6 Board Meetings. Regular meetings of the Board shall be held at least one (1) time each month at such time and place as the President shall select. Notice shall be given to the Board of Directors at least forty-eight (48) hours prior to the proposed meeting. Special meetings of the Board may be called by the President, whenever deemed necessary, or upon the written request of three (3) Directors, due notice having been given as provided herein.

6.7 Board Quorum. A majority of the Board of Directors shall constitute a quorum to transact business of the Club. For these purposes, "present" shall include virtual or other remote attendance.

6.8 Anything to the contrary notwithstanding, any meeting of the Board may be held virtually, due notice provided as stated in 6.6. For these purposes for the purposes of transacting business, for item which requires a vote, such may be held or transacted via email.

ARTICLE 7 FEES AND DUES

7.1 Admission Fee. The admission fee, as set by the Board of Directors, shall be paid before the applicant can qualify as a member and be added to the roll.

7.2 Membership Dues. The membership dues, as set by the Board of Directors from time to time, shall be payable semiannually on the first day of January and the first day of July, with the understanding that an amount set by Rotary International for each semiannual payment shall be applied to each member's subscription to *THE ROTARIAN* magazine. The Board of Directors may offer annual billing of membership dues to the members.

7.2.1 Required and optional membership dues and fees are set forth on Appendix II, attached hereto, and incorporated herein by specific reference. The attached Appendix II may



be altered from time to time as determined by the Board and shall not be construed as an amendment to these Bylaws to trigger Article 14.

7.3 Delinquency. Effective August 1, 2013, any Rotarian having a past due balance of dues and lunches equal to six (6) months of charges will be notified of their delinquency by the President or the President's designee. If the Rotarian does not make payment, in full, to satisfy his or her outstanding balance within thirty (30) days of notification, he or she will be removed from the roll of the club on January 1 and July 1 of each year, whichever occurs first from the time of notification. Removal from the roll shall constitute cessation of membership. The notification of delinquency shall include the outstanding balance due, and the Rotarian will be removed from the roll in accordance with this Article 7.3 if payment is not made in full within thirty (30) days or other date established by the President allowing at least thirty (30) days for payment.

7.3.1 Hardship. Following the notification of delinquency, if the Rotarian submits a written explanation of his or her delinquency to the Board that the Board reasonably determines to be a valid hardship, the Board shall have discretion to arrange an alternative payment plan for the Rotarian or other arrangement as determined by the Board. The Board is not required to consider a Hardship exception under any circumstances.

7.3.2. The foregoing notwithstanding, any Rotarian having a past due balance of charges for dues and lunches equal to one (1) year, the Rotarian will be removed from the roll, on January 1 or July 1, whichever occurs first. Notice shall be sent to any Rotarian subject to this Article 7.3.2 by the President, or his or her designee, notifying the Rotarian of their removal and cessation of membership.

ARTICLE 8 METHOD OF VOTING

The business of this club shall be transacted by *voice vote* at Board meetings or by electronic means in accordance with the provisions of these Bylaws. Provided, however, the election of Officers and Directors (as established in Article 3, Section 10) or other matters deemed sensitive, which shall be transacted by ballot, subject to the provisions of Article 3.

ARTICLE 9 COMMITTEES

9.1 Appointment. The President shall, subject to the approval of the Board, appoint committees as he/she deems necessary, including but not limited to: (1) Club Service Committee; (2) Membership Committee; (3) Community Service Committee; (4) International Service Committee; (5) Park-A-Palooza committee, and any other committees.

9.2 President's Membership. The President shall be an *ex officio* member of all committees and, as such, shall have all privileges of membership thereon.



9.3 Authority. Each committee shall make recommendations to the Board of Directors for approval and transact such business as is delegated to it by the President or the Board. Except where special authority is given by the Board, committees shall not act until a report has been made to the Board and approved by the Board.

ARTICLE 10 LEAVE OF ABSENCE

10.1 Members. Upon written application to the Board, setting forth good and sufficient cause, the Board shall have the discretion to grant a one-time leave of absence, excusing a member from attending the meetings of the club for the specified length of time.

10.2 Length. A leave of absence may be granted by the club's Board of Directors, in its discretion, for a period not to exceed six (6) months. All such requests must be directed to the Board in writing and outline the specifics of the situation and reasons for the request. All club dues will continue to be paid during the time of the absence. However, Meal charges or other charges, may be waived as determined by the Board on a case-by-case basis.

10.4 Approval. Requests for make-up attendance shall be approved by the club Secretary and reported to the Board of Directors at the next regular monthly meeting of the Board.

ARTICLE 11 FINANCES

11.1 Deposits. The Treasurer or the Executive Secretary, or their designee, shall deposit all funds of the club in a bank or banks to be determined by the Board.

11.2 Checks. All checks must have two signatures and must be signed by either the President, President-Elect, or immediate Past-President and either the Secretary or the Treasurer.

11.3 Petty Cash. The Treasurer is authorized to establish a petty cash fund to use in the club's office. This fund shall be reimbursed as needed in the manner prescribed for miscellaneous bills.

11.4 Audit. The Board of Directors may appoint a committee of three (3) members to review/audit the books of the club and issue a written report of the audit in the manner and at such times (e.g., annually) as the Board shall prescribe.

11.5 Bond. Officers and employees having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the club. The cost of the bond shall be borne by the club.

11.6 Fiscal Year. The fiscal year of this club shall extend from July 1st to June 30th.

11.7 Collection of Dues. The collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The foregoing notwithstanding, annual billing dues shall be collected in July of the applicable fiscal year.

11.8 Additional Payments. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on January 1st and July 1st of each year based on membership of the club on those dates.

11.9 Budget. At the beginning of each fiscal year, the Board shall prepare or cause to be prepared a budget of estimated income and expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective outlined purposes unless otherwise ordered by action of the Board.

ARTICLE 12 RESOLUTION

No resolution or motion to commit this club on any matter shall be considered by the club until the Board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

ARTICLE 13 ORDER OF BUSINESS

Regular meetings shall be conducted as follows, unless otherwise determined by the President:

- Meeting called to order.
- Introduction of visiting Rotarians and Guests.
- Correspondence and announcements.
- Committee reports (if any).
- Unfinished business (if any).
- New business (if any).
- Address or other program features (see Appendix III for program guidelines).
- Adjournment.



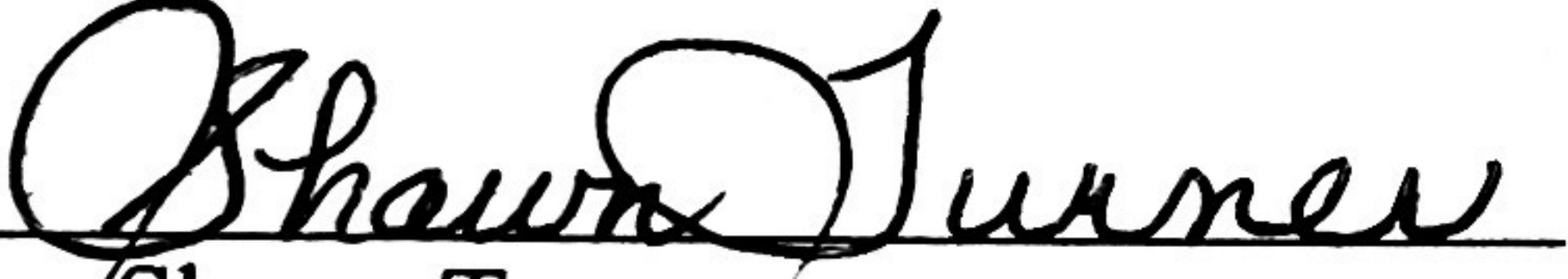
ARTICLE 14 AMENDMENTS

14.1 Amendment. These Bylaws may be amended at any regular meeting at which a quorum is present, by two-thirds (2/3) vote of all members present.

14.2 Notice. Notice of any proposed amendment to these Bylaws shall be provided to each member via email at least ten (10) days prior to a meeting for which a vote on a proposed amendment is scheduled.

14.3 Harmony. No amendment or addition to these Bylaws can be made which is not in harmony with the club's constitution and with the constitution and bylaws of Rotary International.

President:  Date: 12/17/24
Michael Cochran

Secretary:  Date: 12-17-24
Shawn Turner



APPENDIX II
2024-2025 ROTARY CLUB OF PADUCAH
FEE SCHEDULE

REGULAR MEMBERSHIP		
New Member Fee	\$100.00	One-time charge at admission
New Rotarian Set-up Fee	\$10.00	One-time charge at admission
Club Dues	\$256.50/year	Billed semi-annually January and July
Lunches @ \$10.00 each	\$470.00 (47 meetings)	Billed Quarterly in advance
Local Charity Contribution (optional)	\$200.00/year	Billed Quarterly (\$50.00)
Every Rotarian Every Year (EREY) (optional)	\$100.00/year	Billed Quarterly (\$25.00)

ANNUAL SUGGESTED AND REQUIRED DUES BREAKDOWN
FOR
ROTARY MEMBERSHIP (Regular Active)

Annual Total First Year (with optional donations)	\$1,136.50	This includes the one time New Member Fee, one-time set up fee, dues, advance required lunches and optional charitable donations
Annual Total after First Year (with optional donations)	\$1,026.50/year	This includes dues, advance required lunches, and optional charitable donations
Annual Required Dues/Lunches (without optional donations)	\$726.50/year	This includes only the required dues and advance lunches



YOUNG ROTARIAN MEMBERSHIP (UNDER 35)*		
New Member Fee	\$0.00	WAIVED
New Rotarian Set-up Fee	\$10.00	One-time charge at admission
Club Dues	\$100.00/year	Billed semi-annually
Lunches @ \$10.00 each	\$470.00 (47 meetings)	Billed Quarterly in advance
Local Charity Contribution (optional)	\$200.00/year	Billed Quarterly (\$50.00)
Every Rotarian Every Year (EREY) (optional)	\$100.00/year	Billed Quarterly (\$25.00)

**ANNUAL SUGGESTED AND REQUIRED DUES BREAKDOWN
FOR
YOUNG ROTARIAN MEMBERSHIP (Young Rotarian Active)**

Annual Total First Year (with optional donations)	\$880.00	This includes the one-time New Member Fee, one-time set up fee, dues, advance required lunches and optional charitable donations
Annual Total after First Year (with optional donations)	\$870.00	This includes dues, advance required lunches, and optional charitable donations
Annual Required Dues/Lunches (without optional donations)	\$570.00	This includes only the required dues and advance lunches

Young Rotarian Membership option provides reduced Club Dues and NO New Member fee. An initial savings of \$100 and \$150/year

*Young Rotarian Membership is not retroactive



R85 MEMBERSHIP (ROTARY MEMBERSHIP YEARS + AGE = AT LEAST 85)

Rotary International & District 6710 Dues	\$145/year	Billed semi-annually	
Lunches @ \$10.00 each		Paid at the meeting	
Local Charity Contribution (optional)	\$200.00/year	Billed Quarterly (\$50.00)	
Every Rotarian Every Year (EREY) (optional)	\$100.00/year	Billed Quarterly (\$25.00)	



APPENDIX III

PROGRAM GUIDELINES

1. Speakers with AV/PowerPoint's should arrive no later than 11:30 to set up and eat. It is always necessary to pretest equipment. Speakers without AV/PowerPoint should arrive by 11:45.
2. Programs should be on varied topics during the month, lasting 15-25 minutes, and ending before 1:00 p.m.
3. No speakers are to be paid.
4. **Political Policy:** Except for incumbents holding office in Washington and Frankfort, it is the policy of the Club to not have political speakers address the club within three (3) months of their election. If an incumbent is allowed to speak within 3 months of an election, in which our members may vote, then their opponent will be invited to speak to the Club in a like capacity. A letter will be sent to political speakers stating the club's desire for a limitation to "reports from incumbent" content, and a club policy that our podium is not a venue for negative or aggressive statements about the opposing candidate or other persons.
5. The Board always retains the option to review or reject a proposed speaker.
6. Last-minute cancellations/changes should be reported to the Rotary office immediately.
7. **Beware of self-serving programs, commercials, or a speaker less qualified on a subject than one of our own members. No direct solicitations are permitted. However, Non-profit charitable organizations may make general requests for support and inform the Club members how to contribute to its cause.**
8. Introduce your program and speaker or ask another Rotarian to make the introduction.
9. Any audio-visual equipment needs to be arranged in advance. If your speaker plans to use AV/ CDs or any type of specific equipment, please advise the Rotary Executive secretary. Do not contact Carson Center staff directly.
10. We may need at least two programs devoted to club meetings and/or committee updates.
11. Letters of appreciation or thank you notes should be sent to the speaker by the speaker chair. Note Cards or Stationery are available.
12. **SUBMIT DETAILS TO ROTARY OFFICE A MONTH IN ADVANCE OF YOUR FIRST PROGRAM.**

