

Amended Bylaws of the Rotary Club of Lebanon, Incorporated

Article	Subject	Page
1	Definitions.....	1
2	Board and Terms of Office	2
3	Election of Directors and Officers	2
4	Duties of the Officers.....	4
5	Meetings.....	5
6	Dues	5
7	Method of Voting.....	6
8	Committees	6
9	Leave of Absence.....	7
10	Finances	8
11	Members; Method of Electing Members	8
12	Resolutions.....	10
13	Order of Business.....	11
14	Amendments	11
15	Procedure	11
16	Amended Bylaws Adoption Date	11

These Amended Bylaws of the Rotary Club of Lebanon, Incorporated, being duly adopted by the members on the 13th day of June, 2023, in accordance with the provisions of the club's bylaws, the club's Constitution, and other applicable governing documents of RI, replace and supersede the club's bylaws dated March 2, 2010.

Article 1 Definitions

1. Board: The board of directors of this club.
2. Club: The Rotary Club of Lebanon, Inc.
3. Constitution: The constitution of this club.
4. Director: A director on this club's board.
5. Member: A member, other than an honorary member, of this club.

6. Quorum: The minimum number of members who must be present when a vote is taken. Unless otherwise provided in these Bylaws, a quorum for club member actions is one-third of the club's active members who are eligible to vote, and a quorum for club board actions is a majority of the duly elected directors.
7. RI: Rotary International.
8. Year: The twelve-month period that begins on 1 July.

Article 2 Board and Terms of Office

Section 1

The governing body of this club is its board of directors, consisting of the president, immediate past president, president-elect, secretary, treasurer, six directors elected from the general membership, and any other officers who may be elected to office as provided in these bylaws. The board has general control over all officers and committees, and has such authority and responsibility as ordinarily prescribed to a board of directors.

Section 2

The term of office for officers is one year beginning on 1 July and expiring on 30 June of the following year. The term of president may be extended for one-year if a successor shall not be elected, in which case the term of the immediate past president shall also be extended for one-year. Otherwise, the term of office for the president and immediate past president may not be extended. The president-elect succeeds to the office of president. Members holding an office other than president, president-elect or immediate past president may be re-elected to an unlimited number of successive or non-successive one-year terms. Members holding office as president, president-elect or immediate past president may be elected to an unlimited number of non-successive terms. At the conclusion of a member's term of office, said member may be elected or appointed to any other office or as a member of the board elected from the general membership.

Section 3

The term of director elected from the general membership shall be two years, and the terms shall be staggered such that three directors rotate off of the board and three new directors are elected to the board each year.

Article 3 Election of Directors and Officers

Section 1

The president shall appoint a nominating committee comprised of five past club presidents before the first regular member meeting in October each year. The president shall announce the members of the nominating committee at the first regular meeting in October. The nominating committee shall promptly elect a chairperson.

Section 2

The nominating committee shall prepare the slate of candidates recommended for election to the offices of president-elect, secretary, treasurer, and three directors for the term that begins June 1 of the following year. In developing the slate of candidates, the nominating committee will identify qualified members of the club who are willing and able to serve, and who possess appropriate experience, ability, tenure, and club service for the position to which they are nominated.

Section 3

At the third regular meeting in November each year, the chairperson will present the recommended slate of candidates to members and call for competing nominations from members.

Section 4

The election shall be held at the second regular member meeting in December each year. Provided that a quorum is present at the meeting at which the election is held, the candidate receiving the majority of the votes for each position shall be duly elected. If a quorum is not present, the nominating committee chair shall solicit votes from members who were not in attendance at the meeting via e-mail or written ballot, which for purposes of election of officers and directors, shall be deemed an in-person vote. The votes cast at the meeting and by e-mail or written ballot shall be tallied and, provided a quorum of votes were cast, the candidate receiving the majority of votes for each position shall be duly elected.

Section 5

Unless excused by the district governor, the president-elect shall attend the District President-Elect Training Seminar (PETS) and the District Assembly prior to assuming office on June 1 of the following year. If excused from attendance, the president-elect shall designate a qualified member of the club to attend in his or her absence.

Section 6

If any officer or board member vacates their position, the remaining members of the board will appoint a replacement to serve until the expiration of the vacating officer's or board member's unexpired term.

Section 7

If any officer-elect or director-elect vacates a position, the board will appoint a replacement.

Article 4 Duties of Officers

Section 1

President. The president possesses the qualifications set forth in the club constitution, is a member of the board, presides at club and board meetings, and performs such other duties as may be set forth in these bylaws and as would ordinarily pertain to the office of the president.

Section 2

President-Elect. The president-elect succeeds to the office of the president at the expiration of their term. In addition to preparing to succeed to the office of the president, the president-elect is a member of the board; presides at meetings of the club and the board in the absence of the president; prepares, arranges and assigns member programs for regular and special meetings of the club; and performs such other duties as may be set forth in these bylaws, prescribed by the president or the board, or that ordinarily pertain to the office of president-elect. The president-elect may convene a special program committee to assist in such duties.

Section 3

Immediate Past President. The immediate past president serves as a director and provides counsel and advice to the sitting president and the board on club and RI matters.

Section 4

Secretary. The secretary keeps membership records; records attendance at meetings and other club activities if required; sends notices of club, board, and committee meetings; records and preserves the minutes of such meetings; submits reports as may be required to RI; and performs such other duties as may be set forth in these bylaws, prescribed by the president or board, or that ordinarily pertain to the office of secretary.

Section 5

Treasurer. The treasurer maintains custody of and oversees all funds and financial matters; provides an accounting of same to the club annually and at any other time upon demand by the board; and performs such other duties as may be set forth in these bylaws, prescribed by the president or board, or that ordinarily pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property in her or her possession or control.

Section 6

Sergeant-At-Arms. A sergeant-at-arms may be appointed by the incoming president, and if appointed, is a non-voting officer and does not serve on the board. The sergeant-at-arms prepares for meetings and activities of the club; maintains order at meetings of the club and board;

introduces guests; and performs such duties as may be set forth in these bylaws, prescribed by the president or board, or that ordinarily pertain to the duties of the office of sergeant-at-arms.

Section 7

Director. Directors oversee the strategic direction of the club; set club priorities; attend club and board meetings; and perform such other duties as may be set forth in these bylaws or that ordinarily pertain to the position of director.

Article 5 Meetings

Section 1

An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve in the next Rotary year, and to present a mid-year report that includes current year income and expenses, together with a financial report on the previous year.

Section 2

Regular meetings of the club are held every Tuesday at 12:00 PM. Reasonable notice of any change or cancellation of the regular meeting will be given to members. Special meetings may be called by the president as appropriate for the club's business and with reasonable notice to the members. Members who are not excused should regularly attend and participate in club meetings and activities. Attendance may be in person, or by telephone, online or through an interactive activity if such remote communication means are provided by the club.

Section 3

Only active members who are eligible to vote may vote on matters for which a member vote is taken at any regular or special meeting of the club. Provided that a quorum of active members eligible to vote is present at any such meeting, the vote will be passed by a majority of such members in attendance. Active members who are not on an approved leave of absence and not suspended shall be eligible to vote on matters of the club's business.

Section 4

Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors. Provided that a quorum of directors is present at any such meeting, the vote will be passed by a majority of the directors in attendance.

Article 6 Dues

Annual club dues are \$165.00 per three-month period, or such other amount as the board or RI may set from time to time and are payable within thirty days of the invoice date. Members may opt to pay an additional amount each billing period toward the Paul Harris Fellow recognition and

Polio Plus Society. Said dues are paid in accordance with procedures as may be set by the board from time to time. Members who are ninety days or more delinquent in the payment of dues shall be automatically suspended from membership until all delinquent dues have been fully paid. Annual club dues include RI per capita dues, subscriptions to an official RI 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. At the discretion of the board or upon the request of two or more members, votes on club business may be taken by written ballot.

Article 8 Committees

Section 1

Club committees coordinate their efforts to achieve the annual and long-range goals of the club based on Rotary's Five Avenues of Service, as set forth in the club's constitution. The president, president-elect, and immediate past president shall work together to ensure continuity of leadership and succession planning for club committees. Except for the Audit Committee, the president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting committee planning meetings prior to the president-elect assuming the office of president on July 1. It is recommended that committee chairs have previous experience as a member of the committee.

Section 2

Prior to assuming the office of the president on July 1, the president-elect shall prepare a recommendation for committee and ad hoc committee mandates, goals, and action plans to be presented to the board for approval in advance of the commencement of the new year. In establishing such mandates, goals and action plans, the president-elect shall be guided by Rotary's Five Avenues of Service, the club constitution, and other appropriate club and RI materials.

Section 3

Standing committees of this club and committee duties are as follows. In addition to the standing committees listed below, the board or the president may appoint additional standing or ad hoc committees as they deem appropriate.

Membership Committee. The membership committee develops and implements a comprehensive plan for the ongoing recruitment and retention of members.

Public Image Committee. The public image committee develops and implements plans to provide the public with information about the club and RI and promotes the club's service projects and activities.

Administration Committee. The club administration committee conducts activities associated with the effective operation of the club.

Service Projects Committee. The service project committee develops and implements educational, humanitarian, and vocational projects that address the needs of its community locally, nationally, and internationally.

Rotary Foundation Committee. The Rotary Foundation committee develops and implements plans that support The Rotary Foundation through both financial contributions and program participation.

Program Committee. The program committee recommends new program development, monitors and assesses existing programs, oversees and evaluates program results, and facilitates discussions about program priorities. In carrying out its responsibilities the program committee shall strive to identify and serve diverse populations of the community, taking into consideration population groups that may be underserved by the club's programs. Programs shall not be used to promote political candidates, campaigns or partisan issues. Program speakers shall be screened and, as appropriate, instructed to not use the Rotary platform to promote such activities or issues.

Audit Committee. The audit committee is comprised of three members who are appointed by the board and are knowledgeable of finance and audit matters. The audit committee represents the board in overseeing material aspects of the club's financial management and reporting, accounting policies, internal controls that promote good financial stewardship, and recommends external financial reviewers.

Section 4

The president shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.

Section 5

Each committee shall transact its business in accordance with these bylaws and as prescribed by the president or the board. Except where special authority is given by the board, committees shall not take action until a report has been made and approved by the board. The chair of each committee is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

Article 9 Leave of Absence

Upon written application to the board setting forth good and sufficient cause, and as provided in the club constitution, leave of absence may be granted excusing a member from attending the meetings of the club and club activities for a specified length of time. Members on approved leave of absence are excused from attendance and participation requirements, are not entitled to vote, and remain liable for the timely payment of all adjusted dues.

Article 10 Finances

Section 1

Prior to the beginning of each fiscal year, the treasurer working in conjunction with the president-elect shall prepare and recommend to the board an annual budget of estimated income and expenditures. The budget is approved by the members, and thereafter stands as the limit of club expenditures unless otherwise ordered by action of the board or members.

Section 2

The treasurer shall deposit club funds with a financial institution(s) designated by the board, divided into two accounts: one for club operations and one for charitable projects. All charitable net proceeds are deposited into the Rotary Club of Lebanon Foundation, Inc., which is an IRS §501(c)(3) charitable organization, and all payments made for charitable projects and donations shall be paid from this account.

Section 3

Bills are paid by the treasurer or other authorized officer if the treasurer is unavailable to issue payment within the time a payment is required. All payments shall be reported to and approved by the board at its next regular meeting.

Section 4

At the annual meeting, Club members will be presented with a mid-year report, including current year income and expenses, together with a financial report on the previous year.

Section 5

The club's fiscal year is from 1 July to 30 June.

Article 11 Membership; Method of Electing Members

Section 1

The club's membership shall be well-balanced in which no single business, profession, occupation, type of community service, or other classification more dominantly represented than another. Members shall be classified in accordance with their business, profession, occupation, or community service. The club's membership should represent a cross-section of the community, including age, gender, and ethnic diversity.

Section 2

The club shall have two categories of membership:

1. Active members, and
2. Honorary members.

In order to be eligible for active membership, an individual must demonstrate good character, integrity, and leadership; possess a good reputation within their business, profession, occupation, and/or community; be willing to serve Rotary and society in their community and/or around the world; and support the Purposes, Object, and Five Avenues of Service of Rotary. The term of active membership shall continue during the existence of this club unless the membership is terminated as provided in these bylaws or in the club constitution.

Honorary membership is the highest distinction a club can confer and is exercised only in exceptional cases. In order to be eligible for honorary membership, an individual must possess all of the eligibility criteria for active membership and have made unusual service and contributions to Rotary and society. The term of honorary membership shall continue during the existence of this club unless the membership is terminated by the board. Honorary members may attend all meetings and enjoy all privileges of the club and are exempt from paying dues and any attendance requirements. Honorary members may not vote on any club matter, propose new members to the club, hold club office, hold classifications, have any rights to or privileges in any other club except to visit without being a Rotarian's guest, or exercise the rights or privileges of membership reserved for active members. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in more than one club.

Section 3

An active member may propose candidates for active or honorary membership by submitting a written proposal to the secretary on such forms as the board may prescribe from time to time. A transferring or former member of another club may be proposed for membership by the secretary or other officer of the former club. Proposals for membership shall be kept confidential except as otherwise provided in this procedure.

Section 4

The board shall approve or disapprove the proposal within thirty calendar days of a candidate being proposed for membership and shall notify the proposer through the club secretary of its decision. If the decision of the board is favorable, the prospective member shall be informed of the Purposes, Objects, and Five Avenues of Service of Rotary and of the privileges and responsibilities of membership. Provided the prospective member agrees with these Rotarian principles, the prospective member shall be requested to sign the membership proposal form and authorize their name and proposed classification to be published to the club.

Section 5

Upon good cause, active members may submit written objections to the membership proposal within seven calendar days following the publication of proposed membership. Any such objection must be submitted in writing to the board and set forth the specific reasons for the objection. If no written objection is submitted to the board within the timeframe required herein, the candidate for membership will submit payment of the admission fee (if not honorary membership), as prescribed in these bylaws, and thereafter, shall be considered to be elected to membership.

Section 6

The board shall review any written objections promptly and shall vote on such objections at its next regular meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 7

Following the candidate's election to membership, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club committee, project or function.

Article 12 Resolutions

Section 1

The club shall not consider any resolution or motion to commit the club on any matter until the matter has been considered by the board and the board has made a recommendation of the matter to the members. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Section 2

In the event the board fails to act on a resolution or motion within six months, or such other time as is reasonable under the circumstances, of the resolution or motion being referred to the board, two active members may petition the president to have the matter placed on the agenda for the next regular meeting for consideration and/or action by the members. The petition shall be granted.

Article 13 Order of Business

The order of business at regular and special meetings is generally as follows:

1. Meeting called to order.
2. Introduction of visitors.
3. Correspondence, announcements, and information from RI.
4. Committee reports.
5. Unfinished business.
6. Scheduled program.
7. Adjournment.

Article 14 Amendment of Bylaws

These bylaws may be amended at any regular or special club meeting. Changing the club bylaws requires sending written notice to each member's physical address, e-mail, or facsimile of record at least twenty-one calendar days before the meeting, having a quorum present for the vote, and having two-thirds of the members at the meeting support the amendment. Amendments to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Article 15 Procedure

Section 1

Any uncertainty in club procedures that are not specifically addressed in these bylaws, the club constitution, the RI bylaws or constitution, or other club or RI documents shall be governed by Roberts Rules of Order.

Section 2

These bylaws supplement the club constitution, the RI constitution, the RI bylaws, and other governing documents of RI. In the event of a conflict between these bylaws and any such governing document, the matter shall be resolved according to the club constitution. In the event there is a conflict between the club constitution and any RI governing or procedural document, the matter shall be resolved first, in accordance with the RI constitution, second, in accordance with the RI bylaws, and third, in accordance with other applicable RI governing documents.

Article 16 Amended Bylaws Adoption Date

Written notice of these Amended Bylaws was hereby provided to members at least twenty-one calendar days in advance of the vote on the proposed amendment. Thereafter, these Amended Bylaws were approved by a two-thirds vote of the members present at a meeting dated June 13, 2023, at which a quorum of members was present.

- SIGNATURES NEXT PAGE -

WHEREFORE, these Amended and Restated Bylaws, having been duly voted by the required quorum of the members, are hereby adopted as the bylaws of the club on the Bylaws Adoption Date set forth in Article 16.

By: Timothy Leeper, President

By: Elaine Nawiesniak, Secretary