

## **\*Bylaws of the Rotary Club of Lebanon, Tennessee, Inc.**

*\*NOTE: These bylaws were adopted by the Rotary Club of Lebanon, Tennessee, Inc., on the 2nd day of March 2010, in accordance with the Standard Rotary Club Constitution and the RI Constitution and Bylaws, upon 10-day notice to the Club membership, with at least one-third of the active members (a quorum) present at the regular meeting to vote, and passed by two-thirds vote of the members present.*

### **Article 1 Definitions**

1. Board: The Officers and Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

### **Article 2 Board**

The governing body of this club shall be the board, first, consisting of its officers, being six (6) members of this club, namely, the president, vice-president (president-elect), secretary, treasurer, parliamentarian and the sergeant-at-arms, and second, on the board shall be added, six (6) directors elected from the membership in accordance with this article 2, and article 3, of these bylaws, and the immediate past president (ex officio). In the election of directors, continuity of membership shall be maintained. The term of a director shall be for two (2) years, and the terms shall be staggered, so that three (3) directors rotate off and three (3) new directors are elected each year. To initiate the staggered terms, the first election of directors shall be as follows: Three (3) directors shall be elected for a term of one year and three (3) directors for a term of two (2) years. Thereafter all directors shall be elected for a two-year term. The term of Vice President (president elect) shall be one (1) year and may not be extended. The term of all other officers shall also be for one (1) year, but may be extended as provided in Article 3.

### **Article 3 Election of Directors and Officers**

**Section 1** - During the first regular Club meeting in the month of October each year, the Club President will select and announce the committee members of the Nominating Committee to prepare nominations for the following:

Vice President (president elect)

(3) Directors (in addition to officers and the three remaining directors)

The Secretary, Treasurer, Sergeant-at-Arms and the Parliamentarian are to be selected from the membership by the President for the upcoming year (president-elect) and approved by the newly elected Board of Directors. The individuals selected for these posts may be retained by the president-elect(s) from year to year without term limitation, with agreement of the individual selected and approval of the board.

**Section 2** - The Nominating Committee will prepare a slate of candidates for the office of Vice President (president elect) and the three (3) directors which will be presented to the club during the third regular meeting in the month of November each year. The election of this office and directors will be held during the second regular meeting in the month of December each year. The elected Vice President (president-elect) will take office July 1 and serve a term of one (1) year until June 30 of the following year. The elected directors will take office July 1 and serve a term of two (2) years until June 30 two (2) years following.

**Purpose of the Nominating Committee** To nominate qualified members of the Rotary Club of Lebanon, Inc., who are willing and able to serve, if elected, as Vice-President (president elect) and directors of the club for the rotary year(s) indicated.

**Committee Members** The Nominating Committee will be composed of five (5) past presidents of this club, not necessarily five (5) past consecutive presidents. They will be appointed by the current presiding president and he shall appoint one of the five as chairperson.

**Committee Procedures** The committee will select a vice president (president elect) and directors based on experience, attendance, ability, tenure, and club service. They will inform the prospective vice president (president elect) and directors and confirm his/her willingness and ability to serve in the position. The chairperson of the committee will notify the members of the club in writing as to the election and the slate of candidates ten (10) days prior to the election. The chairperson of the committee will present the proposed slate of candidates to the general body and ask for any nominations from the floor. Nominations are open for any active Rotary member.

**Section 3** The Vice President (president elect) shall attend the District President-Elect Training Seminar (PETS) and the District Assembly, unless excused by the incoming District Governor. If so excused, he shall send a designated representative from the club whose duty it will be to report back to him.

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*(Note: It is the Nominating Committee's responsibility to so advise the Vice President and make certain he full understands this responsibility.)*

**Section 4** - A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

**Section 5** - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

#### **Article 4 Duties of Officers**

**Section 1 - President.** It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

**Section 2 - Vice-President (President-elect).** It shall be the duty of the vice-president (president-elect) to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president, and to serve as a board member and perform such other duties as may be prescribed by the president or the board. The vice president (president-elect) is responsible for the preparation, arrangement and assignment of member programs for the regular and



special meetings of the club, for the upcoming year and may convene a special Program Committee to assist in such duties.

**Section 3 - Secretary.** It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within fifteen (15) days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

**Section 4 - Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as 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.

**Section 5 - Sergeant-at-Arms.** The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

**Section 6 - Parliamentarian** The duties of the Parliamentarian shall be to advise the officers and directors and the club membership on club procedural matters in accordance with Rotary International and the Club's Constitution and By-Laws.

## **Article 5 Meetings**

**Section 1 - Annual Meeting.** An annual meeting of this club shall be held upon advice and consent of the Board, in each year, at which time the election of officers and directors to serve for the ensuing year(s) shall take place.

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*(Note: Article 6, section 2 of the Standard Rotary Club Constitution provides that "An annual meeting for the election of officers shall be held not later than 31 December...")*

**Section 2 -** The regular weekly meetings of this club shall be held on Tuesday at 12:00 p.m. C.S.T.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

**Section 3 -** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4 -** Regular meetings of the board shall be held at the discretion of the President. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

**Section 5** - A majority of the officers and directors shall constitute a quorum of the board.

## **Article 6 Fees and Dues**

**Section 1** - The admission fee shall be set by the board, to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2** - The membership dues shall be set by the board, payable quarterly on the first day of January, April, July and October, with the understanding that a portion of the payment shall be applied to each member's subscription to the RI official magazine.

## **Article 7 Method of Voting**

The business of this club shall be transacted by *viva voce*\* vote except the election of officers and directors, which shall be as set out in Article 3, and the amendment of these By-laws, as set out in Article 16. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

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*(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.*

## **Article 8 Four Avenues of Service**

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

## **Article 9 Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.



- Club Public Relations

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

- Club Administration

This committee should conduct activities associated with the effective operation of the club.

- Service Projects

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

- The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

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

(b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

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*(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed.)*

## **Article 10 Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference to appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International Service when developing plans for the year. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation

to the board in advance of the commencement of the year as noted above.

## **Article 11 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

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*(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)*

## **Article 12 Finances**

**Section 1** - Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

**Section 2** - The treasurer shall deposit all club funds in a bank, named by the board.

**Section 3** - All bills shall be paid only by checks signed by the treasurer, or in his or her absence the president. Any necessary tax returns shall be prepared by a Public Accountant, or other qualified person, chosen by the Treasurer and approved by the Board.

**Section 4** - The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from July 1<sup>st</sup> to September 30<sup>th</sup>, October 1<sup>st</sup> to December 31<sup>st</sup>, January 1<sup>st</sup> to March 30<sup>th</sup> and April 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

## **Article 13 Method of Electing Members**

**Section 1** - The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 2** - The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

**Section 3** - The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision.

**Section 4** - If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the

prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

**Section 5** - If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next 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 6** - Following the election, 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 project or function.

**Section 7** - The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

#### **Article 14 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter 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 15 Order of Business**

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

#### **Article 16 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be



made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

### **Article 17 Procedure**

Any uncertainty in Club procedures, not specifically covered by these Club By-laws, the Club Constitution or the By-Laws and Constitution of Rotary International, shall be governed by Roberts Rules of Order.

### **Article 18 By-laws Adoption Date**

These Amended By-Laws were recommended by the Board of Directors and adopted by two-thirds majority vote of the Club membership present (which constituted a quorum of one-third total membership), by giving ten-days' notice to the membership, on the 2<sup>nd</sup> day of March 2010.

Attest:

\_\_\_\_\_ Paul Stumb, President

\_\_\_\_\_ Scotty Ricketts, Secretary