

# By-Laws of the Rotary Club of Tullahoma

## June 2020 Bylaws

### **Article I. Board of Directors**

The governing body of the Rotary Club of Tullahoma ("Club" hereafter) shall be a nine-member voting Board of Directors consisting of the three Directors elected in accordance with Article II of these Bylaws, the President, President-Elect, Vice -President, Secretary, Treasurer, and immediate Past President. The Board, in its discretion, may appoint an Assistant Treasurer and an Assistant Secretary as non-voting members. It shall meet monthly at a time and place named by the President and shall be on call before or after regular meetings as appropriate.

### **Article II. Election of Directors and Officers**

**Section 1** -- The election of Directors and Officers will be held at a regularly scheduled meeting not later than March of each year. The Board of Directors ("Board" hereafter) shall appoint each year a Nominating Committee of the two immediate Past Presidents and the current President for the purpose of presenting the nominations for directors President, Vice-President, Secretary, and Treasurer, not later than February or less that one month prior to the annual meeting for the election of Officers. There will be three Directors (each serving three year staggered terms), with one new Director nominated each year (note 1). Additional nominations may be made by the membership from the floor following the report of the Nominating Committee. Candidates for Directors and Officers who receive a majority of the votes cast shall be declared elected to their respective offices. If there are more than two (2) nominees for a position and no nominee receives a majority of the votes cast, a run-off election between the two nominees garnering the most votes shall take place immediately.

Note 1. The first election after these Bylaws are approved will be for three Directors with one serving (3) years, one serving (2) years and one serving (1) year. Thereafter one new Director will be elected each year.

**Section 2** -- The Officers and Directors so elected as voting members of the Board in March shall assume their respective positions on July 1 of the same year of their election and serve a one year term except for the Directors elected who will serve two or three years, and the person who was elected President in March automatically becomes President-Elect for a one year term beginning in July of the same year and the President-Elect from the current year becomes President July 1.

**Section 3** -- A vacancy on the Board of Directors or any office shall be filled by action of the remaining members of the board.

**Section 4** -- 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 III. Duties of Officers**

**Section 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 pertain to the office of President. Any decision within the Bylaws made by the President requiring club resources will require the approval of the board.

**Section 2** -- 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 to perform such other duties as ordinarily pertain to the office of vice president.

**Section 3** -- President-Elect. It shall be the duty of the President-Elect to attend the District Presidents Elect Training Seminar (PETS) and the District Assembly unless excused by the District Governor Elect for PETS, and to perform such other duties as ordinarily pertain to the Office of President-Elect. The President-Elect is also encouraged and has the option to attend the RI Convention in June.

**Section 4** -- Secretary. It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, record and preserve the minutes of Board of Directors meetings, make the required reports to Rotary International ("RI" hereafter) and the District Governor, and other duties as usually pertain to the office of secretary. Duties of an Assistant Secretary, if appointed by the Board, will be extracted from the above and this office shall be responsible to the Board, and, if the appointee is a member of this club, may not be liable for payment of dues or assessments during such period of service at the discretion of the Board of Directors.

**Section 5** -- Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board and to perform such other duties as pertain to the Office of Treasurer. Duties of an Assistant Treasurer, if appointed by the Board, will be extracted from the above and this office shall be responsible to the Board, and may not be liable for payment of dues or assessments during such period of service if the appointee is a member of this Club at the discretion of the Board.

**Section 6.** – Directors. It shall be the duty of the Directors to attend the monthly Board meetings and to provide the continuity of management purpose when the Board is addressing Club operation decisions. The Directors will also serve as a resource to the committees in the four service areas as advisors and as a source of information to the committees. Directors also may be asked by the Budget Committee for input in preparing the budget. Finally, the Directors are expected to be a resource to the President and to provide the President upon request with information pertaining to the committees in these four areas.

#### **Article IV. Meetings**

**Section 1** -- Annual Meeting. An annual meeting of the membership this Club shall be held at a regularly scheduled meeting in March of each year, at which time the election of Officers and Directors shall take place.

**Section 2** -- Weekly Meetings. The regular weekly meetings of this Club shall be held on Friday at noon except on the Friday following Thanksgiving, two Fridays during the Christmas-New Year holiday period, and the Friday following the annual Rotary Banquet. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. Members shall be expected to adhere to RI Attendance Rules, as are published in the annual Club Handbook and/or Club Web Page.

**Section 3** -- One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of this club, except as may be provided for otherwise in RI bylaws.

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

**Section 5** -- A majority of Board members shall constitute a quorum of the Board.

**Section 6** -- Voting by electronic means may be permitted if approved by the Board of Directors at a regular meeting of the Board during the term of that Board.

**Section 7** – Board of Directors, annual and special meetings will be conducted in accordance with the current edition of the Roberts Rules of Order.

## **Article V. Fees and Dues**

**Section 1** -- The membership dues shall be \$660.00 per annum, or as changed from time to time by the Board, payable quarterly in advance in January, April, July, and October, with the understanding that an appropriate amount of each quarterly payment shall be applied to each member's subscription to THE ROTARIAN magazine.

**Section 2** -- Club members who do not participate in fund raising projects, such as the Golf Tournament and the Sports Challenge, may be assessed an amount per event as established by the Board at the time of each event, with the exception of non-participating members whose employer is a sponsor or super-sponsor of the event.

**Section 3** -- Club members are encouraged to be a Paul Harris sustaining member by contributing \$100.00 per annum to the Rotary Foundation by having \$25.00 per quarter added to their dues. Paul Harris fellows are encouraged to continue contributing to the Rotary Foundation in a like manner. In the event an individual member should find this practice objectionable, he/she may state those objections, in writing, to the Board.

**Section 4** -- An admission fee of \$25.00, or as changed from time to time by the Board, shall be due and payable for any new member to join the Club.

## **Article VI. Method of Voting**

The business of this Club shall be transacted by a show of hands unless a ballot is authorized by a majority vote when a quorum is present.

## **Article VII. Committee Structure and Areas of Rotary Service**

### **Section 1** -- General Organization

The club shall have four (4) standing committees:

- Club Administration
- Membership
- Public Relations
- Service & Community

In addition, the President will also appoint the following special committees that will each serve a short-term purpose:

- Budget Committee
- Audit Committee
- Nominations Committee
- Strategic Planning Committee

Other committees may be created by the President as needed.

## **Section 2 -- Committee Chairmen**

The President shall appoint active members of the club serve as committee chairmen. These positions will serve for the Rotary year aligned with the President's term.

## **Section 3 – Committee Membership**

All active members and R85 members are expected to serve on at least one (1) committee. Other types of members are encouraged, but not required to serve on a committee. Committee membership terms will coincide with the Rotary year of the President.

The Board will determine how committee membership is assigned and may choose to reassign members as needed to complete the core Rotary service areas.

## **VIII. Duties of Committees**

### **Section 1 -- Club Administration Committee**

This committee is responsible for the functions required to conduct regular meetings. These areas include:

- Meeting setup
- Songleader/Prayer/4-Way test
- Attendance
- Club Program
- Venue/meals
- Audio/Visual setup

The Chairman will decide how to organize members and subcommittees to best meet the needs of the service area.

## **Section 2 -- Membership Committee**

This committee is responsible for membership related duties. These areas include:

- Membership recruitment
- Member classification
- New Member Orientation
- Retention of existing members
- Member caring and outreach
- Member education
- Promote attendance in District and RI functions
- Memorial Day ceremony
- Sweetheart Banquet

## **Section 3 – Public Relations & Club Communications Committee**

This committee is responsible for interacting with the public via various channels. These areas include:

- Media Relations
- Advertising and Marketing
- Web and Social Media
- Club bulletins
- Newsletters
- Historian

## **Section 4 -- Community Service Committee**

This committee is responsible for external service projects, foundation giving and other “service about self” endeavors. These include:

- Rotary Foundation
- District Grants
- Interact/Rotaract outreach
- Fundraising & Sponsorships



- Service Projects
- Scholarships
- Volunteerism Opportunities

## **Article IX. 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, generally for a quarter at a time, but which may be extended to a year's maximum. The member granted a leave of absence shall continue to pay dues and assessments less the meal charges. Temporary leaves may be granted members on the same basis, generally for health reasons or health of a family member.

## **Article X. Finances**

Section 1 -- The Treasurer shall deposit all funds of the Club in a financial institution authorized by the Board.

Section 2 -- Payment of all Rotary expenditures shall be made upon approval of the Board, or by vouchers authorizing payment of obligations against the budget signed by the two Officers, by checks signed by (a) two Officers or by (b) one Officer and an assistant treasurer. The Board has the authority to assist the Treasurer in check issuing and accounting responsibilities by appointing an Assistant Treasurer, who may be a member of this club, to perform this activity and may waive his/her obligation to pay quarterly dues if a member of this club. A thorough audit by the Audit Committee and a certified public accountant or other qualified person as may be deemed

necessary, shall be made once each year of all the Club's financial transactions regardless of which system of payment and accounting is utilized.

Section 3 -- Officers having charge or control of funds shall give bond as required by the Board for safe custody of the funds of the Club, cost to be borne by the Club if not provided by Rotary International.

Section 4 -- The fiscal year of this Club shall extend from July 1st through June 30th, and the collection of the members' dues shall be divided into four (4) quarterly periods for the periods July-August-September; October-November-December; January-February-March; and April-May-June. The payment of per capita dues shall be made on July 1, October 1, January 1, and April 1 of each year on the basis of membership of the club on those dates.

Section 5 – Prior to the beginning of each fiscal year the Board shall cause to be prepared a budget by the Budget Committee and the Treasurer of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board. The listing of estimated expenditures shall include provision for payment towards expenses of the incoming president's attendance at the International Rotary Convention; payment for registration and overnight lodging of the President Elect's attendance at the District President Elect Training Session and the District Assembly; and payment towards expenses of Club Officers and Directors attendance at the District Convention; and payment towards

any other RI or District meetings or functions deemed beneficial to the Club.

Note: The Budget Committee should define the expense reimbursement rules for official Rotary travel expenses. These rules to be approved by the Board.

## **Article XI. Method of Electing Members**

Section 1 -- The name of a prospective member, proposed by an active member of the Club, shall be submitted in writing, through the Club Secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure. Note: Proposals for a new member who presently is a member of another Rotary Club will be handled in accordance with provisions of the Rotary International Constitution.

Section 2 -- The Classification Committee shall determine if the proposal meets all the classification and membership requirements of the Club Constitution, making its recommendations to the Board.

Section 3 -- The board shall act upon the recommendations within thirty (30) days of its submission, and shall notify the proposer, through the Club Secretary, of its decision.

Section 4 -- If the decision is favorable, the prospective member shall be informed by the Membership Committee of the purposes of Rotary

and the privileges and responsibilities of membership, following which the prospective member shall be required 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 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 any honorary membership), shall be considered to be elected to membership.

Section 6 -- Following the election, the President shall arrange for the induction of the new member; the Club Secretary shall issue a membership card and shall report the new member to RI; and the Rotary Information Committee shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member.

## **Article XII. Resolutions**

No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board. Such

resolutions or motions, if offered at a Club Meeting, shall be referred to the Board without discussion.

### **Article XIII. Order of Business at Weekly Meetings**

Meeting called to order

Song, 4-Way Test, Pledge of Allegiance, Invocation

Recognition of visiting Rotarians, guests

Correspondence and announcements

Committee reports, if any

Any unfinished business

Any new business

Program

Adjourn

### **Article XIV. 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 provided to each member at least seven days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Constitution and Bylaws of RI.

These revised Bylaws are hereby adopted by the Rotary Club of Tullahoma during a regular weekly meeting held

#### Article XV. Attachments

These attachments to the Bylaws are not a part of the approved document. They may be changed by the responsible members and record of changes maintained by the Rotary Information Committee.

Adopted by the Board of Directors, June 2, 2020

Brian Coate, assistant secretary

## Attachment No. 1

### **Annual Schedule of Events**

#### **Rotary Club of Tullahoma**

The schedule of events during a Rotary year as stated in these Bylaws is attached below as a helpful aid to the Officers, Directors and Committee Chairpersons in conducting the club business:

#### **June: (Prior to the new Rotary year.)**

- President-Elect decides on appointments at gets the appointee agreement to serve.
- Budget Committee submits next year budget to Board.
- President-Elect attends RI Conference.
- Audit Committee audits Club financial information.

#### **July: (The first month of the new Rotary year.)**

- Newly elected officers and directors take office.
- Bylaws reviewed by Bylaws Committee.
- Audit Committee reports on audit.
- Budget approved by the Board.
- Dues invoices mailed.
- President makes assignments of Chairman and Directors & informs Board.

**August:**

- Bylaws Committee delivers review report to Board.

**September: (No action required this month.)**

**October:**

- Dues invoices mailed.

**November:**

- President-Elect attends pre-PET training

**December: (No action required this month.)**

**January:**

- Dues invoices mailed.

**February:**

- Nominating Committee meets and selects slate for election.
- Rotary Banquet held.

**March:**

- Annual meeting held.
- Nominating Committee submits list of nominees.
- New officers and director elected.
- President elect attends PET training.

**April:**

- Dues invoices mailed.
- President and President-Elect attend District Conference.

**May:**

- Budget meets to develop next year budget.



**June:**

- President-Elect decides on appointments and gets appointee agreement to serve.
- Budget Committee submits next year budget to Board.
- President-Elect attends RI Conference.
- Audit Committee audits Club financial information.

**Attachment No. 2**

**Listing of Current Projects  
( List to follow)**

**Attachment No. 3**

**Listing of Active Committees and the Chairman of Each  
(List to Follow)**