

Bylaws of the Rotary Club of Webster Groves, Missouri, Inc.

Article I Definitions

1. Board: The 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.
6. Bylaws: The bylaws of this club.

Article 2 Board

The governing body of this club shall be the board consisting of six (6) to nine (9) members of this club, namely: the president as specified in article 3, section 2 (b), three (3) directors elected in accordance with article 3, section 2, of these bylaws, and the vice-president, secretary, treasurer, sergeant-at-arms, and the immediate past president.

Article 3 Election of Directors and Officers

Section 1 Nominations. The president shall appoint a nominating committee consisting of the two (2) immediate past presidents, and three (3) additional past presidents, a total of five (5) who shall nominate eight (8) candidates for the board.

- (a) The committee shall be chaired by the most recent past president.
- (b) The committee shall announce the nominations at the first meeting in November and in the first issue of the Roundtable issued in November.
- (c) Additional nominations may be made by members of the club at the meeting preceding Thanksgiving. This will be done at the call of the president.
- (d) The eight (8) candidates nominated and the additional candidates shall be named in alphabetical order in the ballot presented to the members at the annual meeting.
- (e) All candidates are to have a minimum of two (2) years membership in the Rotary Club of Webster Groves.

It is to be noted that the president retains the responsibility of appointing, subject to the approval of the directors-elect, a vice president, secretary, treasurer, and sergeant-at-arms.

Section 2 Elections. At the annual meeting, all members present shall vote for four (4) of the nominees for the board. The four (4) receiving the greatest number of votes shall be declared the directors-elect for the coming year. In case of a tie vote, the tie shall be broken by the members casting ballots to break the tie.

- (a) Recommendation to the board for president-designate: at the annual meeting all members present shall vote to determine the director-elect they shall recommend to the board of directors-elect as president-designate. The director-elect receiving the greatest number of votes shall be the recommendation.
- (b) The president-designate in the year succeeding his appointment by the board shall automatically become the president-elect. He or she shall assume the office of president on 1 July.
- (c) The retiring president shall automatically be a member of the board for the coming year.

Section 3 The officers and directors, so elected, together with the immediate past president shall constitute the board-elect. Within one week after their election, the board-elect shall meet and elect from its members a president-designate and a vice president. Within two weeks after the election meeting the president-elect shall appoint, subject to the approval of the directors-elect, a secretary, a treasurer, and a sergeant-at-arms who shall become members of the board with such responsibilities and privileges of membership as the board may determine.

Section 3 A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining 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. The president shall take office on the first day of July in the Rotary year for which he is elected to serve as president, provided he has attended the district assembly, or if for good reason he can not attend, he sends an official replacement.

Section 2 *President-elect.* It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 *Vice-President.* It shall be the duty of the vice-president 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.

Section 4 *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, and prorated reports on 1 October and 1 April of each active member who has 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 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 5 *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, to collect all fees and dues, 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 6 *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.

Article 5 Meetings

Section 1 *Annual Meeting.* An annual meeting of this club shall be held on the first Friday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

(Note: Article 5, 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 Friday at 12:10 PM. 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 article 9, sections 3 and 4 of 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 on the second Tuesday of each month. 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 directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 The admission fee shall be \$35.00 to be paid before the applicant can qualify as a member with the understanding that \$10.00 of the fee shall be applied to the Rotary Foundation of RI in the name of the member. Any applicant having already contributed \$10.00 to the fund shall receive credit for that payment against the fee.

Section 2 The membership dues shall be \$300 per annum, payable semiannually on 1 July and 1 January, with the understanding that a portion of each semiannual 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 by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

(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.

Section 1 The president-elect, subject to approval of the board-elect, shall appoint directors as director in charge of the committees appointed for each avenue of service. Their duties shall be to supervise and coordinate to completion the work of all committees appointed for each avenue of service.

- **Club Service**
These committees shall conduct activities associated with the effective operation of the club.
- **Vocational Service**
These committees shall develop and implement programs and activities promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations.
- **Community Service**
These committees should develop and implement educational, humanitarian, and community service projects to improve the quality of life of those who live within this club's locality or municipality.
- **International Service**
These committees should develop and implement activities to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems. This committee shall develop and implement plans to support The Rotary Foundation through financial contributions and program participation.

Section 2 The president-elect shall, subject to the approval of the board-elect, appoint the following ongoing club committees in the particular avenues of service. The committees including new and ad

hoc committees, the chairs, members, and directors shall be published at the beginning of that year in the club's roster of members.

(a) Club Service

- Attendance
- Bylaws
- Caritas
- Club Newsletter and Web site
- District Conference and International Convention
- Fellowship and Music
- Inter-city
- Fund Raising
- Membership and Classification
- Programs
- Public Relations
- Roster
- Rotary Information

(b) Community Service

- Community Projects
- Persons with Disabilities
- Student scholarships
- Youth Services and Student Guests

(c) Vocational Service

- Annual Charity Dinner Dance
- Career Information-Career Day
- The Four Way Test
- Social Events

(d) International Service

- Rotary Foundation
- International Contacts and World Service Grants
- International Exchange, Scholarships, and GSE
- Youth Exchange

Section 3 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 and director in charge on all committee activities.

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 make reference to appropriate RI materials.

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 and printing of the roster of members. This information shall be documented,

maintained, and kept current by the committee chair in a committee binder including an end of year report, and handed over to next year's committee.

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.

(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 article 8, sections 3 and 4 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 the financial institutions named by the board. The club funds shall be divided into two separate parts: tax exempt and all others.

Section 3 All bills shall be paid only by checks signed by the treasurer and one of two other officers whose signatures are on file at the financial institutions, and only when approved by two other officers or directors.

Section 4 A thorough review of all financial transactions by a certified public accountant or other qualified person shall be made once each year.

Section 5 Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 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 two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. 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.

Section 7 The board shall have the authority to authorize the expenditure of money from the club treasury to cover all expenses of the club in connection with its regular operation. Any extraordinary expenditures, or expenditures not incident to the regular operations of the club shall be first approved by the board, and then submitted to the membership and approved before the expenditure shall be made.

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 forward the proposal to the membership committee who 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 membership committee shall inform the prospective member 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, and new member Rotary literature. In addition, the 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 club committee/s.

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 by the president.

Pledge of Allegiance.

Song: *America* by Samuel Francis Smith (*My Country, 'Tis of Thee*)

Invocation by a different member each week.

Luncheon

Sergeant-at-Arms:

Introduction of visiting Rotarians and guests.

Happy Bucks.

Fines.

Trivia and Joke.

Sing Happy Birthday to Rotarians at the last meeting of each month.

President:

Correspondence, announcements and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Program introduced by the program committee chair for that month.

Selection of 50/50 winner by the program speaker.

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.