

**BYLAWS OF
THE ROTARY CLUB OF DES
MOINES, IOWA
Amended May 17, 2018**

ARTICLE I

NAME & PURPOSE

Section 1. Name. The name of this Corporation shall be the Rotary Club of Des Moines.

Section 2. Purpose. The general purpose of this Corporation shall be as fully set forth in the Articles of Incorporation and in the Constitution of the Rotary Club of Des Moines.

ARTICLE II

MEMBERS

Section 1. The members shall meet the requirements for membership found in the Club Constitution.

Section 2. Dues and Fees.

A. An admission fee shall be charged as determined by the Board of Directors be paid before the applicant can qualify as a member. An amount of the admission fee may constitute a donation to the Rotary Club of Des Moines Foundation. To begin each new member as a Paul Harris Sustaining Member, an amount of the admission fee may be allocated to the Rotary International program.

B. Annual membership dues shall be fixed by the Board from time to time. Dues are payable quarterly. Meals are also included in the dues of active members.

Section 3. Method of Voting. The business of this organization shall be transacted by voice vote, except that at a meeting of members, any member can request a written and/or email (electronic) ballot on any question.

Section 4. Meetings.

A. The annual meeting of this Club shall be held not later than the fourth Thursday in December of each year, at which time the election of officers and directors shall take place. They will take office as provided in Article IV.

B. The regular meeting of this Club shall be held on Thursday of each week, provided that in an emergency, or for good cause, the Board of Directors may change the usual meeting place or may change the regular meeting of any week to a different day or to a different hour of the regular day and provided that due notice of any and all such changes is given to all members of the Club.

C. One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The governing body of this Club shall be the Board of Directors [Board], consisting of 12 members of this Club, namely six directors (with three elected each year for a two-year term), the President, President-Elect, Vice President, Secretary-Treasurer and Sergeant at Arms and the immediate Past President.

The Board's decisions shall be final, subject only to an appeal to the Club. It shall have general control over all officers and committees and may for good cause declare any office vacant. It shall constitute a board of appeal from the ruling of all officers and actions of all committees. Appeal may be taken from any decision of the Board to the Club and such appeal shall be determined by two-thirds vote of the members present at any regular meeting, a quorum being present, notice of such appeal having been given by the Secretary-Treasurer to all members of the Club at least five days in advance of such meeting.

Section 2. Regular meetings of the Board of Directors shall be held no less than quarterly on a date set by action of the Board. Special meetings of the Board of Directors shall be called by the President whenever deemed necessary, or upon the request of two members of the Board.

Section 3. The presence at a Board meeting of seven members of the Board shall constitute a quorum and the affirmative or negative vote of a majority of the Board members present (whether or not voting) shall be the act of the Board. Business may be conducted through conference calls or other forms of online communication that permit members to hear and be heard by all other participants.

Section 4. Board members are expected to regularly attend all Board of Director meetings. Directors may be removed from the Board after three consecutive unexcused absences from scheduled meetings of the Board. Removal shall be by an affirmative vote of a majority of the Directors present at a regular or special meeting.

Section 5. Notice of any meeting of the Board of Directors (not regularly scheduled) shall be given at least 48 hours prior to the meeting date. The notice may be by mail, personal delivery or electronic methods.

Section 6. All directors shall serve without compensation. Directors may be reimbursed for any actual expenditures reasonably incurred in connection with the business of the Club.

ARTICLE IV

THE ELECTION OF OFFICERS

Section 1. Not later than the fourth Thursday in November of each year, the presiding officer

shall ask for nominations by members of the Club for President, President-Elect, Vice President, Secretary-Treasurer, Sergeant at Arms and three members of the Board of Directors. The nominations may be presented by a nominating committee or by members from the floor, or by both. If it is determined to have a nominating committee, such committee shall be appointed as the Board may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidate for President-Elect receiving a majority of the votes shall be declared elected to that office and will take the office of President on the second July 1 after his or her election. The candidates for Vice President, Secretary-Treasurer and Sergeant at Arms and the three candidates for director receiving in each case a majority of the votes shall be declared elected as such officers and directors, and they will take office on the following July 1.

Section 2. In the event a vacancy occurs for any reason in the post of any officer or director, such vacancy shall be filled by the Board of Directors at a meeting at which there is present at least a majority of those persons who then constitute the Board of Directors, even though the number of those present is less than the seven prescribed in Section 3 of Article III. If there is a vacancy in the office of President-Elect, the vacancy can be validly filled less than 18 months before such person assumes the office of President.

ARTICLE V

DUTIES OF OFFICERS

Section 1. President and President-Elect. It shall be the duty of the President to preside at meetings of the Club and Board and to oversee the work and duties of the Executive Director, if there is one, and to perform such other duties as ordinarily pertain to this office. 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 ordinarily pertain to this office and as are requested by 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 President-Elect and to perform such other duties as ordinarily pertain to this office and as are requested by the Board.

Section 3. Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer to oversee the preparation of the budget of estimated income and estimated expenditures for each fiscal 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 budget shall be prepared prior to the end of the fiscal year by the Secretary-Treasurer for action of the newly constituted Board at its first meeting of the fiscal year. If the Secretary-Treasurer does not have adequate financial expertise, they shall collaborate with the audit committee to preserve the fiscal soundness.

Section 4. Sergeant at Arms. The duties of the Sergeant at Arms shall be those usually performed by this officer and such other duties as are prescribed by the President or Board of Directors.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 1. The Board of Directors, at its option, may employ an Executive Director. The salary of the Executive Director will be set by the Board of Directors and the duties of the Executive Director will be such as are determined by the Board of Directors from time to time.

Section 2. It shall be the duty of the Executive Director to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Club and Board, record and preserve the minutes of such meetings and make the required reports to Rotary International. It shall also be the duty of the executive director perform such other duties as pertain to this office and as are requested by the Board. All books of account and any other Club property shall be situated in the Club's offices.

ARTICLE VII

CONFLICT OF INTEREST

Section 1. Definition. Conflict of Interest shall be considered to exist when a Director or committee member has a financial interest in the matter being considered, is an employee of the organization under consideration, is related by blood, or may otherwise derive benefit from the matter under consideration.

Section 2. Policy and Annual Statement. The Board shall have a conflict of interest policy and shall require each director to review the policy at least annually and to submit a signed conflict of interest statement.

Section 3. Absence from Discussion and Voting. No director or committee member shall vote on any matter which would involve a conflict of interest.

ARTICLE VIII

COMMITTEES

Section 1. Committee Appointments.

A. The President shall, subject to the approval of the Board, appoint such committees as are deemed necessary for the internal administration of Club affairs and to carry out the work of the Club in community service, vocational and youth service, and world community service.

B. A member shall be eligible to serve on the same committee for as many successive years as are deemed appropriate by the President and the member.

C. Each member of the Board shall be an ex officio member of one or more committees as directed by the President and shall be liaison between each such committee and the Board of Directors.

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

E. Each committee shall transact such business as may be referred to it by the President or the Board. Except when acting within the purpose for which it was appointed by the Board, a committee shall not take action until a report has been made to the Board and approved by the Board.

Section 2. Authority of Committees. Committees do not have authority to act on behalf of the Board of Directors.

Section 3. Executive Committee. The organization has an Executive Committee comprising the officers of the organization designed to determine the items to be brought to the attention of the Board of Directors. The Executive Committee does not have the authority to act without the approval of the full Board of Directors.

ARTICLE IX

LEAVE OF ABSENCE

Section 1. Upon written application to the Board of Directors and, for 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.

Section 2. A leave of absence may be granted to any member, on request, under the following conditions: (a) the member expects to be traveling or otherwise away from the city of Des Moines for a period of more than one month, making participation in Rotary meetings and activities not feasible; (b) such leaves may be granted and extended for such periods as are deemed appropriate in the discretion of the Board; (c) during the leave of absence period, the member's permanent home address will be maintained in the Des Moines area; and (d) dues for members on leave shall be the then applicable dues as determined by the Board of Directors.

ARTICLE X

FINANCES

The Executive director shall deposit all funds of the Club in the bank or banks named by the Board of Directors following all procedures as established in the internal control plan or by the audit committee.

ARTICLE XI

METHOD OF ELECTING MEMBERS

Section 1. Definitions.

Qualifying Objection: A Qualifying Objection shall be in writing, include facts for the reasons

for the objection, and be signed by the objecting member. The Qualifying Objection shall be delivered to the Executive Director who shall initial the time and date of such objection. The objection must be received within ten days of the provision of notice of application for membership to a meeting of the members. The Qualifying Objection shall be considered confidential and shall be made available only to the Board.

Eligible Voting Members: Eligible Voting Members shall mean members in good standing; however, this shall not include honorary members.

Quorum for Voting on Members: A quorum for voting shall be one third of the eligible voting members, present in person and by proxy.

Section 2. Any member of the Club may propose for membership any eligible person, using forms provided by the Club for that purpose.

The name of the newly proposed member shall be submitted by the Executive Director to the Board of Directors. The Board shall then consider and vote on the proposed member.

If the action of the Board is favorable, the Executive Director shall publish in the weekly e-bulletin, the name of the proposed member with a ten day period asking for any Qualifying Objections from the membership. Any Qualifying Objections must be tendered to the Executive Director.

After the expiration of ten (10) days, the Board shall again consider the proposed member. If the number of Qualifying Objections received is less than 20% of the Eligible Voting Members, the proposed member shall be considered duly elected, and the sponsor shall be notified by the Executive Director to invite the candidate to join.

If the number of Qualifying Objections is received from members who are equal to or greater than 20% of the Eligible Voting Members, then the member proposal shall be put to a ballot vote of the members at the next regular Club meeting which occurs not less than seven (7) days following publication to the members of notice of the vote. The notice shall include the date of the vote, the name of the proposed member and the firm represented under which membership is sought.

If Quorum for Voting on Members is present, a vote shall be cast on the proposed member. Upon a majority of the votes being cast in favor of the proposed member, the proposed member shall be considered duly elected and the sponsor shall be notified by the Executive Director to invite the candidate to join.

ARTICLE XII

MISC

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans or extension of credit of any kind shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks. Drafts. Etc. All checks, drafts, or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Club.

ARTICLE XIII

AMENDMENTS

Section 1. These bylaws may be amended at any regular meeting of this Club, a quorum being present, by a two-thirds vote of all Club members present, provided that a notice explaining the purpose of the proposed amendment shall have been sent to each member at least ten days before such meeting. This notice may be sent by mail, personal delivery or electronic methods.

Section 2. The amended bylaws shall not be inconsistent with the Constitution and Bylaws of Rotary International, including the rules of procedure for an area administration where established, and with the Constitution of this Club.