

# BY-LAWS OF THE ROTARY CLUB OF JACKSON HOLE

## ARTICLE I MEMBERSHIP

**Section 1. Proposal.** The name of a prospective member, proposed by an active member of the Rotary Club of Jackson Hole (hereinafter the Club), shall be submitted to the Board of Directors through the Club Secretary or the Secretary's designee, on a completed and signed "Rotary Club of Jackson Hole Membership Proposal" form. The proposal, for the time being, shall be kept confidential within the Board except as otherwise provided in this Article.

**Section 2. Sufficiency of Proposal.** The Board shall ensure that the proposal meets all the classification and membership requirements of the Club Constitution.

**Section 3. Board Decision.** The Board shall approve or disapprove the proposal within 30 days of its submission.

**Section 4. Orientation.** The proposed member shall be informed of the purposes of Rotary and the privileges and responsibilities of membership, including the kind of membership proposed.

**Section 5. Publication.** If the Board approves the proposal, the proposed member's name shall be published to the Club.

**Section 6. Review by Members.** If no written objection, by email or otherwise, to the proposal stating reasons is received by the Board from a member of the Club within seven days following publication to the Club as provided in Section 5., above, the proposer and the proposed member shall be notified; and, upon payment of the admission fee, as prescribed in these by-laws, the proposed member shall be considered elected to membership.

If any such objection has been filed with the Board, the Board shall vote on the matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee as prescribed in these by-laws, shall be considered elected to membership.

If the Board disapproves the proposal, the President, or another Board member as designated by the Board, promptly shall notify the proposer and the proposed member of the decision.

**Section 7. Induction and Report.** Following election to membership, the President, Immediate Past President, or Chair of the Membership Committee, shall arrange for the new member's induction and further orientation; and the Club Secretary shall report such action to Rotary International.

**Section 8. Honorary Membership.** The Board may confer upon any worthy person Honorary Membership in the Club, such Honorary Membership being for no longer than the period ending June 30, immediately following. The Board may confer Honorary Membership upon the same person more than one time. When Honorary Membership is conferred, the Board shall inform in writing the Honorary Member. The written communication shall inform the Honorary Member that the status of Honorary Member is granted for the period ending the following June 30.

Honorary Members shall be excused from paying to the Club any fee or dues of any kind. The Club shall provide to each Honorary Member a subscription to *THE ROTARIAN* or other appropriate publication of Rotary International.

Honorary Members may not propose new members, may not object to a proposed new member, and may not be elected to any position as officer or director of the Club, may not serve on any committee, and may not perform any duty of any officer or director of the Club.

For good cause shown, the Board may revoke any Honorary Membership prior to the June 30 expiration of the Honorary Membership.

## **ARTICLE II**

### **CLUB MEETINGS**

**Section 1. Annual Meeting.** The Club shall hold its Annual Meeting at the regularly scheduled meeting on the first Tuesday in the month of December, at which time the election of directors and officers shall take place.

**Section 2. Regular Weekly Meetings.** The Club shall hold its regular weekly meetings on Tuesdays, at 12:00 noon. Due notice of any change in, or cancellation of, the regular meeting shall be given to all members. At each regular weekly meeting, all members in good standing, excepting Honorary Members and members excused by the Board of Directors, must be counted as present or absent.

**Section 3. Quorum.** One third of the membership shall constitute a quorum of the Annual Meeting and of regular weekly meetings of the Club. Once established, a quorum shall exist despite the departure of members from the meeting. If no quorum exists at the Annual Meeting, the presiding officer may, without further notice, postpone the election of officers and directors to the next regular weekly meeting at which a quorum exists; and the election shall be held at such meeting.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 1. Authority and Composition.** The Board of Directors, comprised of the Officers and Directors elected in accordance with these by-laws, shall govern the Club. The Board shall consist of the Officers serving as President, President-Elect (Vice-President), Secretary, Treasurer, and Past-President and six Directors who each serve as a Representative on one of the Club's Standing Committees and two at-large Directors.

**Section 2. Treasurer.** Each year, a treasurer shall be elected for a term of one year.

**Section 3. Secretary.** Each year, a secretary shall be elected for a term of one year.

**Section 4. Directors.** Each year, four Directors shall be elected for terms of two years.

**Section 5. Leadership Path.** There shall be a pathway to leadership as follows. From the eight Directors who are not Officers, the Board shall appoint a Representative for each of the six Standing Committees identified herein at Article VIII, Section 1.

**Section 6. Regular Monthly Meetings of the Board of Directors.** The Board of Directors shall meet each month, at such time and place as the Board, in its discretion, may determine with due notice of each such meeting having been given to each Director. The Board

may, by resolution, establish a regular time and place for the conduct of its regular monthly meetings, in which event no additional notice of such meetings need be given.

**Section 7. Special Meetings of the Board of Directors.** Whenever deemed necessary, the President may call special meetings of the Board, or two members of the Board may call a special meeting of the Board. The President or other members of the Board calling a special meeting shall give due notice to the rest of the Board.

**Section 8. Quorum.** A majority of the Board of Directors shall constitute a quorum of the Board. Once established, a quorum shall exist despite the departure of Directors from the meeting.

**Section 9. Voting.** Ordinarily, votes of the Board of Directors may be done by voice vote or by a show of hands. When appropriate, the presiding officer may permit a vote by secret ballot. The presiding officer should be sensitive to requests that a vote on a matter be done by secret ballot. Only Directors physically present at a meeting of the Board of Directors may vote.

Where appropriate or expedient, such as when considering routine administrative matters and when routinely considering proposals of new members, and when circumstances reasonably do not permit a meeting, Directors may vote by email in such manner as the President may determine to be appropriate.

When voting at a meeting at which a quorum exists, the vote of a majority of the Directors present shall be the action of the Board.

When voting by email, the vote of a majority of the Directors shall be the action of the Board.

## **ARTICLE IV**

### **OFFICERS**

**Section 1. President.** The President shall preside at meetings of the Club and of the Board of Directors. The President may assign particular duties to the at-large members of the Board. The President shall appoint a Sergeant-at-Arms and prescribe duties attendant thereto. The President shall perform such other duties as ordinarily pertain to the office.

**Section 2. President-Elect (Vice-President).** The Vice-President shall serve as a member of the Board of Directors and shall preside at meetings of the Club and of the Board of Directors in the absence of the President. The Vice-President shall sit as a voting member on the Board of Directors of the Rotary Club of Jackson Hole Foundation and shall serve on the Membership Committee of the Club. The Vice-President shall inform the prospective six Standing Committee Chair appointees of their duties and timely provide them with materials necessary to carry out their duties when their terms of service begin. The Vice-President shall perform such other duties as ordinarily pertain to the office.

**Section 3. Secretary.** The Secretary shall keep the records of membership, record attendance at meetings, send notices of meetings of the Club and of the Board of Directors, and record and preserve the minutes of such meetings. The Secretary shall make the required reports to Rotary District 5440 and Rotary International, including semi-annual reports of membership, reports of changes in membership, the periodic report of attendance at Club meetings which shall be made to the District Governor as may be required, and shall collect and remit to Rotary International subscriptions to *THE ROTARIAN*. The Secretary shall perform such other duties as usually pertain to the office.

**Section 4. Treasurer.** The Treasurer shall receive money payable to the Club and shall account annually, or more frequently as the Board of Directors may require, regarding the funds of the Club. The Treasurer shall perform such other duties as ordinarily pertain to the office.

**Section 5. Past-President.** The Past-President shall serve as a member of the Board of Directors of the Club and may convene meetings of a committee comprised of other past-presidents of the Club. The Past-President shall perform such other duties as ordinarily pertain to the office.

**Section 6. Delegation of Duties.** Any officer may, subject to the approval of the President, delegate any of the officer's duties to any member of the Club and to any employee of the Club.

**ARTICLE V  
ELECTION OF DIRECTORS AND OFFICERS**

**Section 1. Nominating Committee.** The President shall, at least two months prior to the December Club meeting at which elections are held (the Annual Meeting), appoint a nominating committee. The Nominating Committee shall consist of at least five members of the Club and shall include the President, the President-elect, and at least two of the following: current Officers, current Directors, or Past Presidents. The Nominating Committee shall select its own Chair and shall meet as it may determine. The Committee chair shall make known its nominations for officers and directors at the meeting described in Section 2 of this Article, when nominations are to be made.

**Section 2. Nominations.** At a regular meeting held at least three weeks and not more than six weeks prior to the Annual Meeting, the presiding officer shall call for nominations for candidates for those officers and directors to be elected as set forth herein at Articles III and IV. From the floor, any member present in person may make any number of nominations for any open position on the Board of Directors. The Nominating Committee's nominations shall also be announced.

**Section 3. Election.** All nominations may be placed upon a ballot. The election shall be held at the Annual Meeting. The candidate securing the greatest number of votes shall be elected to the position for which the candidate was nominated.

**Section 4. Term of Office.** Each Officer and Director elected shall assume office on the first day of July, next following the election.

**Section 5. Vacancies.** The remaining members of the Board of Directors promptly shall fill a vacancy in the Board of Directors or in any office and a vacancy in the position of any officer-elect or director-elect.

**ARTICLE VI  
FEES AND DUES**

**Section 1. Admission Fee.** The Board shall establish the admission fee to be paid by a new member prior to the new member's being accepted to membership. Absent extraordinary

circumstances relating to the financial condition of the Club, the Board shall not adjust the admission fee more frequently than annually. A proposed member shall pay the admission fee in order to qualify as a member of the Club.

**Section 2. Dues.** The Board shall determine the annual membership dues payable to the Club. Membership dues shall consist of Rotary International per capita dues, subscription fees to *The Rotarian* or Rotary regional magazine, District per capita dues, Club annual dues, and any assessment by Rotary International, District 5440, or the Club. Membership dues shall be payable in accordance with the policies of the Club as established by the Board.

**Section 3. Adjustment of Dues.** For good cause shown, the Board may reduce a member's dues for a period not to exceed six months.

## **ARTICLE VII METHODS OF VOTING**

The Club shall transact its business by voice vote or show of hands except contested elections of officers and directors, which shall be by secret ballot.

## **ARTICLE VIII STANDING COMMITTEES**

**Section 1. Standing Committees.** The Club shall have the following Standing Committees:

Club Administration Committee;  
Community Service Committee;  
Membership Committee;  
International Service Committee;  
Public Relations Committee; and  
Rotary Foundation of Rotary International Committee.

**Section 2. Appointment of Committee Members.** The President, the Committee Chair(s), or the Director duly appointed as a committee Representative may appoint such

members of the Club to the committee as may be necessary and, monthly, shall report to the Board on the roster of the committee and its activities.

**Section 3. Duties of Committees.**

a. The **Club Administration Committee** shall devise and carry into effect plans that will guide and assist the members of the Club in discharging their responsibilities in matters relating to the administration, governance, and operation of the Club.

Subcommittees may include:

- i. Attendance
- ii. Website and Internal Club Newsletter
- iii. Club Directory
- iv. Inspirations
- v. Greeters
- vi. Lunch Meeting Programs
- vii. Finances
- viii. Fellowship Activities

b. The **Community Service Committee** shall devise and carry into effect plans which will guide and assist the members of the Club in discharging their responsibilities in their community relationships and service. Subcommittees may include:

- i. Youth Development, such as Youth Exchange and Interact clubs, Student of the Month, Rotary Readers and fundraising for scholarships and other purposes
- ii. Community Development, such as Rotarian of the Month, Citizen of the Month, Distinguished Service Award, Candidate Forum, Economic Forum, Salvation Army Bell-Ringing and Spring Clean-up
- iii. Environmental Protection

c. The **International Service Committee** shall devise and carry into effect plans that will guide and assist the Club and its members in discharging their responsibilities in matters relating to international service.



d. The **Membership Committee** shall devise and carry into effect plans to continually review the Club roster and take action to sustain and enhance the membership of the Club. *By seeking, welcoming, engaging and sustaining Club members*, the Committee shall maintain a robust and diverse Club membership. The Membership Committee will find and support members who represent myriad businesses and professions, as well as various cultural, ethnic, political and governmental backgrounds, including public officials, non-profit sector leaders and land and resource managers. Subcommittees may include:

- i. Recruitment and Development
- ii. Rotary Introduction to Proposed Members
- iii. Welcome and Orientation to New Members
- iv. Rotary Information to Members
- v. Engagement of Members
- vi. Fellowship

e. The **Public Relations Committee** shall devise and carry into effect plans to give the general public information about Rotary, its history, object, and scope and to secure proper publicity for the Club.

f. The **Rotary Foundation of Rotary International Committee** (RFRIC) shall undertake such activities and projects as shall be appropriate to promote the understanding of projects of the RFRIC and as will enhance the financial support of RFRIC projects by the Club, its members, and others and should include education and promotion of the benefits of becoming a Paul Harris Fellow.

g. The principal campaigns of each Standing Committee may be concentrated in such subcommittees as may be appropriate and as may be provided by the Board in its discretion in the Committee Guidance or otherwise.

**Section 4. Ad Hoc Committees.** The President shall appoint members of the Club to serve on such other committees as may be appropriate, and any such other committee may be organized as a sub-committee of a standing committee. Such other committees may include a Past-Presidents' Committee.

**Section 5. Ex Officio Membership.** The President shall be an *ex officio* member of each committee and, as such, shall have all the privileges of committee membership.

**Section 6. Authority of Committees.** Each committee shall transact such business as is delegated to it by these by-laws and such additional business as may be referred to it by the President or by the Board. Except where special authority is given by the Board, no committee shall take action binding upon the Club until a report has been made to the Board and the Board has approved the proposed action.

**Section 7. Continuity of Membership.** Where feasible and practicable in the appointment of committees, there should be provision for continuity of membership by appointing one or more members for a second term.

## **ARTICLE IX LEAVE OF ABSENCE**

Upon written application to the Secretary, setting forth good and sufficient cause, leave of absence may be granted by the Board excusing a member from attending the meetings of the Club for a specified length of time. The Board may adjust the member's dues during the time of the leave of absence.

## **ARTICLE X FINANCES**

**Section 1. Treasurer.** The Treasurer shall promptly deposit all funds of the Club in such accounts and depositories as, from time to time, the Board may determine.

**Section 2. Payment of Bills; Audit.** All bills against the Club which exceed \$200.00 may be paid by check which must be signed by two officers of the Club. Checks for bills against the Club that do not exceed \$200.00 may be signed by only one officer of the Club.

Prior to paying a bill against the Club by a member or by an entity in which a member has an interest, the Board of Directors shall approve the bill.

At least once each fiscal year, a certified public accountant or other qualified person shall make a thorough audit of all the Club's financial transactions.

**Section 3. Bond.** Officers and employees having charge or control of funds or property of the Club shall give bond as the Board may require for the safe custody of such funds and property of the Club; and the Club shall bear the cost of any such bond.

**Section 4. Fiscal Year.** The fiscal year of the Club shall extend from July 1 to June 30 and for the collection of member's dues and fees shall be divided into four quarterly periods extending from July 1 to September 30; and from October 1 to December 31; and from January 1 to March 31; and from April 1 to June 30. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year on the basis of membership of the Club on those dates, or otherwise as the Board may determine to be appropriate.

**Section 5. Budget.** At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed by the Board, shall stand as the limit of expenditures for the respective purposes set forth in the budget unless otherwise ordered by action of the Board. The Board shall establish and approve the budget not later than July 31 in each year.

## **ARTICLE XI RESOLUTIONS**

The Club shall not consider any resolution or motion to commit the Club on any matter without the prior approval of the Board. Any such resolutions or motions offered at a Club meeting shall immediately be referred to the Board without discussion of any kind at the Club meeting.

## **ARTICLE XII PRESIDING OFFICER**

If the President is not available to preside at any meeting of the Club or at any meeting of the Board of Directors, the President-elect shall preside at such meeting. In the absence, or unavailability, or inability of both the President and the President-elect to preside at any such meeting, then any Past President shall preside.

**ARTICLE XIII**  
**ORDER OF BUSINESS**

The order of business for regular weekly meetings of the Club shall be as follows:

Call to Order  
Pledge of Allegiance  
Inspiration  
Introduction of visiting Rotarians  
Introduction of Guests of Rotarians  
Club Announcements  
Sergeant at Arms time  
Program  
Other matters  
Adjournment

**ARTICLE XIV**  
**EMPLOYEES**

The Board of Directors shall have the authority to hire, from time to time, any person in such capacity, including one or more assistant secretaries and including one or more assistant treasurers, and for such compensation, as the Board may deem appropriate and may terminate any such employment upon such terms as the Board may deem appropriate.

**ARTICLE XV**  
**AMENDMENTS**

These by-laws may be amended at any regular meeting of the Club, a quorum being present, by a two-thirds vote of the members present, provided that notice of such proposed amendment shall have been given to each member by regular U.S. mail, email, or facsimile, to each member at the member's mailing address, or at the member's email address, or to the member's facsimile telephone number, as reflected in the Club's membership roster, at least 10 days before such meeting. If a quorum does not exist at the meeting at which the vote is scheduled, the presiding officer shall postpone the vote to the next regular meeting of the Club without the necessity of giving further notice.

Any amendment, addition, or change to these by-laws must be in harmony with the Club's Constitution and with the Constitution and By-Laws of Rotary International.

**ARTICLE XVI**

**POLICY**

It is the policy of the Club that no gender reference is intended by the use, either in these by-laws, or in the Club Constitution, or in any other context, of any pronoun or of any other language.

**ARTICLE XVII**

**COMPENSATION TO OFFICERS**

The Board of Directors shall have the authority to compensate officers of the Club in such manner, and in such amounts, as the Board shall, from time to time deem appropriate.

**CERTIFICATION**

I CERTIFY THAT the members of the Rotary Club of Jackson Hole duly adopted the foregoing bylaws of the Rotary Club of Jackson Hole on the \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Carly Kelly, Secretary

\_\_\_\_\_  
Date

Attest:

\_\_\_\_\_  
Tony Paulus, President

\_\_\_\_\_  
Date