

**AMENDED AND RESTATED
BY-LAWS
OF
ROTARY CLUB OF OMAHA-MILLARD, NEBRASKA, INC.,
a Nebraska non-profit corporation**

Approved by the Board of Directors on August 13, 2018 and by the Club Members on October 15, 2018;

With Subsequent Amendment to Section 9 approved by the Board of Directors on January 10, 2022 and by the Club Members on January 24, 2022; and

with Subsequently Adopted Section 7.A. approved by the Board of Directors on June 13, 2022 and by the Club Members on June 27, 2022.

SECTION 1.

DEFINITIONS

As used in these By-Laws, unless the context otherwise clearly requires, the words in this section shall have the following meanings:

- (a) "this club" and "this corporation" shall be synonymous;
- (b) "board" means the board of directors of this club;
- (c) "by-laws" means the by-laws of this club, as amended from time to time;
- (d) "director" means a member of this club's board of directors; and
- (e) "member" means a member of this club, other than an honorary member;
- (f) "RI" means Rotary International;
- (g) "satellite club" (when applicable) means a potential club whose members shall also be members of this club; and
- (h) "year" means the twelve-month period that begins on July 1.

SECTION 2.

NAME

The name of this organization shall be "ROTARY CLUB OF OMAHA-MILLARD, NEBRASKA, INC."

SECTION 3.

LOCALITY OF THE CLUB

The locality of this club is all of Douglas County, in the State of Nebraska, in the United States of America.

SECTION 4.

OBJECT

The object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business, and community life; and

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

SECTION 5.

FIVE AVENUES OF SERVICE

Rotary's Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

- (a) **Club Service**, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
- (b) **Vocational Service**, the second Avenue of Service, has the purpose of 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. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to club-developed projects in order to address the issues and needs of society.
- (c) **Community Service**, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
- (d) **International Service**, the fourth Avenue of Service, comprises those activities that members undertake to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
- (e) **Youth Service**, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

SECTION 6.

MEETINGS

Section 6.1. Quorum; Method of Voting; Resolutions.

- (a) One third of the members shall constitute a quorum at the annual meeting, any regular weekly meeting, and any special meeting of the club.

- (b) The business of this club shall be transacted by *viva voce* vote except the election of directors, which shall be by written ballot. The board may determine that a specific resolution be considered by written ballot rather than by *viva voce* vote.
- (c) 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.

Section 6.2. Regular Meetings of Club.

- (a) Day and Time. This club shall hold a regular meeting once each week, on Mondays, at 12:00 noon local time. Attendance may be in person, through an online meeting, or using an online connection for members whose attendance otherwise would be precluded. Alternatively, a club shall hold a meeting once each week or during the week(s) chosen in advance by posting an interactive activity on the club's website. The latter type of meeting shall be considered as held on the day that the interactive activity is to be posted on the website.
- (b) Change of Meeting. For good cause, the board or the president may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.
- (c) Cancellation. The board or president may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or during the week which includes a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, an epidemic or disaster affecting the whole community, or an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.
- (d) Satellite Club Meeting (When Applicable). A satellite club shall hold regular weekly meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings in subsection 1(b) of this Section. A satellite club meeting may be cancelled for any of the reasons enumerated in subsection 1(c) of this Section. Voting procedures shall be as provided in the bylaws.
- (e) No notice need be given to the members of regular weekly meetings or of adjourned meetings, but notice of any date, time or place changes in or cancellation of the regular meeting shall be given to all members of the club.

Section 6.3. Annual Meeting.

- (a) The annual meeting of the corporation for the election of directors and officers shall be held on the second Monday in December of each year.
- (b) A satellite club (when applicable) shall hold an annual meeting of its members before December 31 to elect officers for the general governance of the satellite club.

Section 6.4. Regular Monthly Meetings of Board. Regular monthly meetings of the board shall be held on the second Monday of each month at 11:00 a.m. local time, and no notice need be given

to directors of such regular monthly meetings. The President may change the date and time of any regular monthly meeting, and notice of such change shall be given to each director. Written minutes should be provided for all board meetings. Such minutes should be available to all members within 60 days after the meeting.

Section 6.5. Special Meetings of Board. The President may call a special meeting of the board whenever he or she deems necessary, and a special meeting shall be called upon the request of any two directors. Each director shall be given notice of any such special meeting.

Section 6.6. Quorum of Board. A majority of the board members shall constitute a quorum at any meeting of the board.

SECTION 7.

MEMBERSHIP

Section 7.1. General Qualifications. This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputations within their businesses, professions, and/or communities; and are willing to serve in their communities and/or around the world.

Section 7.2. Kinds. This club shall have two kinds of membership, namely: active and honorary.

Section 7.3. Active Membership.

- (a) A person possessing the general qualifications stated in Section 7.1, and the following qualifications as stated in article 5, section 2 of the RI constitution, may be elected to active membership in this Club: Any person having his or her place of business or residence located in the locality of the club or the surrounding area. An active member moving from the locality of the club or the surrounding area may retain membership in the club where the board grants permission and the active member continues to meet all other conditions of club membership.
- (b) The by-laws of RI may provide for active membership and honorary membership in clubs and shall prescribe the qualifications for each.
- (c) Satellite Club Membership. Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.
- (d) Method of Electing Members:
 - (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 or executive secretary. A transferring or former member of another club may be proposed to active membership by the former club or by an active member of this club. The proposal shall be kept confidential except as otherwise provided in this procedure.
 - (2) The board shall ensure that the proposal meets all the classification and membership requirements of these by-laws.
 - (3) The board shall approve or disapprove the proposal as soon as practicable after its submission and shall notify the proposer, through the club secretary or executive

secretary, of the board's decision.

- (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 permit his or her name and proposed classification to be published to the club.
- (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, 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 (if not honorary membership), shall be considered to be elected to membership.

- (6) Following the election of the new member, 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 the new member to a club project or function and assign a mentor member to assist with the new member's assimilation to the club.
- (7) The club may elect, in accordance with these by-laws, honorary members proposed by the board.

Section 7.4. Transferring or Former Rotarian. A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership in this club even if the election results in club membership temporarily exceeding the classification limits.

Section 7.5. Dual Membership. No person shall simultaneously hold active membership in this and another club other than a satellite of this club. No person shall simultaneously be a member and an honorary member in this club.

Section 7.6. Honorary Membership.

- (a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.
- (b) Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7.7. Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 7.8. RI Employment. This club may retain in its membership any member employed by RI.

SECTION 7A

ORGANIZATION MEMBERSHIPS

As approved by the Board of Directors on June 13, 2022
and by the Club Members on June 27, 2022.

Section 7A.1. Organization Memberships. Notwithstanding any other provision of these by-laws, organization memberships in the club shall be allowed as permitted and limited by this Section 7A. As used in these by-laws, the terms “organization memberships” and “corporate memberships” are synonymous.

- (a) Only natural persons may be members of Rotary, but a corporation or other organization (such as but not limited to businesses, government entities, professional practices, educational institutions, sole proprietorships, and partnerships) may apply to sponsor two or more owners or employees of the corporation/organization as members of the club. The board must approve for membership any individuals proposed to be sponsored by a corporation/organization.
- (b) In its application to sponsor individuals for membership in the club, the corporation/organization shall identify the individuals proposed to be sponsored and provide such other information as may be specified by the board or club president. The individuals proposed must satisfy all of the requirements of active individual membership in the club. Sponsored individuals who become members shall be entitled to all of the rights and privileges and, except as provided otherwise in this section shall be subject to all financial and other obligations, of active individual members of the club.
- (c) At any time, a sponsoring corporation/organization may prospectively cancel its sponsorship of an individual, but no refund of dues or other monies shall be made by the club to the sponsoring corporation/organization. If the sponsoring corporation/organization cancels its sponsorship of an individual, the individual shall cease to be a member of the club and the sponsoring corporation/organization at its option may apply to sponsor a replacement individual for membership in the club. Such application and the replacement individual proposed shall be subject to approval by the board and, if approved, the sponsoring corporation/organization and the replacement individual shall be given credit for financial amounts previously paid to the club for or by the replaced individual.
- (d) As of the date of adoption of this section, the annual membership dues for the first two members sponsored by a corporation/organization shall total \$600 per year (\$350 for the first sponsored member and \$250 for each additional sponsored member). The board may at any time, however, prospectively modify the annual dues, fee amounts, and other financial obligations of members sponsored by a corporation/organization, as is the case with individual

member dues, fee amounts, and other financial obligations of membership.

- (e) The sponsoring corporation/organization shall be responsible to the club for the payment of the annual dues of each member it sponsors and for the initiation fee of the first member it sponsors. Subject to the provisions of subsection 7A.1(d), the initiation fee shall be waived for each additional member sponsored by the sponsoring corporation/organization after the first member so sponsored. The sponsored members shall be responsible to the club for all other financial and participation obligations of individual active members (such as fees, fines, ROTO obligations, assessments, service projects, attendance, and so forth).
- (f) If a corporation/organization has sponsored members of the club, then its owners and employees other than the members it sponsors ("Associates") shall also be welcome to attend club meetings and functions as guests, regardless of whether a member sponsored by the corporation/organization is in attendance. An Associate attending as a guest shall be subject to the usual "meal/no meal" and other participation charges non-discriminatorily imposed on attendees; provided, the club shall provide a meal at no cost to an Associate who is for the first or second time being hosted by a member as a potential new member. If a sponsored member does not attend a club weekly meeting but an Associate from the sponsored member's corporation/organization does attend the meeting, the Associate may designate, at the meeting, that he or she is attending for the sponsored member and the sponsored member shall then be given attendance credit for the meeting. As is the case with other meeting guests, however, an Associate shall be entitled to no rights or privileges of membership other than to attend meetings.

SECTION 8.

CLASSIFICATIONS

Section 8.1. General Provisions.

- (a) Principal Activity. Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.
- (b) Correction or Adjustment. If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 8.2. Limitations. The club shall have a well-balanced membership in which no one business, profession or type of community service predominates. The club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotaractor or Rotary alumnus as defined by the board of directors of Rotary International, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new

classification notwithstanding these limitations.

SECTION 9

Amended as approved by the Board Directors on January 10, 2022
and by the Club Members on January 24, 2022.

ATTENDANCE

Section 9.1. General Provisions. Each member should attend this club's regular meetings, or its satellite club's regular meetings, and engage in this club's service projects, events, and other activities. A member shall be counted as attending a regular meeting if the member:

- (a) is present in person, by telephone, or online for at least 60 percent of the meeting;
- (b) is present but called away unexpectedly and later presents to the board satisfactory evidence that leaving was reasonable;
- (c) participates in the regular online meeting or interactive activity posted on the club's website within one week after its posting; or
- (d) makes up the absence in any of the following ways within one calendar year after the missed regular meeting:
 - (1) attends at least 60 percent of the regular meeting of another club, a provisional club, or a satellite of another club;
 - (2) is present at the time and place of a regular meeting or satellite club meeting of another club for the purpose of attending, but that club is not meeting at that time or place;
 - (3) attends and participates in a club service project or a club-sponsored community event or meeting;
 - (4) attends a board meeting or a meeting of a service committee to which the member is assigned;
 - (5) participates through a club website in an online meeting or interactive activity;
 - (6) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
 - (7) attends an RI convention, a council on legislation, an international assembly, a Rotary institute, any meeting convened with the approval of the RI board of directors or the RI president, a multizone conference, a meeting of an RI committee, a district conference, a district training assembly, any district meeting held at the direction of the RI board, any district committee meeting held by direction of the governor, or a regularly announced intercity meeting of clubs.

Section 9.2. Extended Absence While Working at a Distance. If a member works on a distant assignment for an extended period of time, attendance at the meetings of a Rotary club at the site of the assignment replaces attendance at the regular meetings of the member's club.

Section 9.3. Absence Because of Other Rotary Activities. An absence does not require a make-up if, at the time of the meeting, the member is:

- (a) traveling with reasonable directness to or from one of the meetings specified in sub-subsection 9.1(d)(7);
- (b) serving as an officer or member of an RI committee or as a trustee of The Rotary Foundation;
- (c) serving as the special representative of the governor in forming a new club;
- (d) on Rotary business in the employ of RI;
- (e) directly and actively engaged in a service project sponsored by the district, RI, or The Rotary Foundation in a remote area, where making up attendance is impossible, or
- (f) engaged in Rotary business duly or subsequently authorized by the board or by the club president, which precludes or precluded attendance at the meeting.

Section 9.4. RI Officers' Absences. An absence shall be excused if the member is a current RI officer or a Rotarian partner of a current RI officer.

Section 9.5. Excused Absences. A member's absence shall be excused if:

- (a) The board approves it for reasons, conditions, and circumstances it considers good and sufficient.
- (b) The sum of the member's age and years of membership in one or more clubs is 85 years or more, the member has been a Rotarian for at least 20 years, the member has notified the club secretary in writing of a desire to be excused from attendance, and the board has approved.

Section 9.6. Attendance Records. When a member whose absences are excused under subsection 9.5(a) of this Section does not attend a club meeting, the member and the absence shall not be included in the attendance records. If a member whose absences are excused under Section 9.4 or subsection 9.5(b) of this Section attends a club meeting, the member and the attendance shall be included in this club's membership and attendance figures.

SECTION 10.

DIRECTORS AND OFFICERS AND COMMITTEES

Section 10.1. Governing Body.

- (a) The governing body of this club shall be the board, comprised of twelve (12) members ("elected directors"), plus such additional members as provided in these by-laws. In

addition, the immediate past president of the club, if not otherwise a director, shall serve as a director during the fiscal year immediately following the fiscal year in which he or she served as president.

- (b) Elected directors shall serve terms of three years each, and the terms of office of the elected directors shall be staggered such that four (4) elected directors will be elected each year.
- (c) Except as may be otherwise provided in these by-laws, any vacancy on the board shall be filled by action of the remaining directors. A vacancy in the position of any director-elect shall be filled by action of the remaining directors-elect.
- (d) At a regular meeting approximately one month prior to the annual meeting, the presiding officer shall ask for nominations by members of the club for members to stand for election as elected directors. The nominations may be presented by members from the floor or by informal submission to the election committee. The nominations duly made shall be placed on a ballot in alphabetical order and shall be voted upon at the annual meeting. The four candidates receiving the greatest numbers of votes shall be declared elected. If there is a tie that affects the election outcome, a run-off ballot or ballots shall be held as soon as may be practicable.

Section 10.2. Authority. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 10.3. Board Action Final. The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to Section 12.6, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Section 10.4. Officers.

- (a) The club officers shall be a president, the immediate past president, a vice-president and president-elect, a secretary, a treasurer, and a sergeant-at-arms, and may include one or more additional vice-presidents, all of whom shall serve as members of the board. Except as may be otherwise provided in these by-laws, any vacancy in any of such offices shall be filled by action of the board. A vacancy in the position of any officer-elect shall be filled by action of the board (including any directors-elect). Club officers shall regularly attend satellite club meetings, if any.

Executive Secretary: At its discretion, the board may employ an individual to serve as executive secretary of the club to assist the president and other officers of the club with the administrative tasks and activities of the club, but any executive secretary so employed shall not be an officer of the club solely as a result of such employment.

Recording Secretary: At his or her discretion, the president may appoint an individual to serve as recording secretary of the club to record the minutes of board meetings.

- (b) **Duties of Officers:**

(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.

- (2) Immediate Past President. The immediate past president serves as a member of the board.
 - (3) Vice-President and President-elect. It shall be the duty of the president-elect to serve as a director, to preside at meetings of the club and the board in the absence of the president, to prepare for his or her year in office as president, to perform other duties as ordinarily pertain to the office of vice-president, and to perform such other duties as may be prescribed by the president or the board.
 - (4) Secretary. It shall be the duty of the secretary, with the assistance of the executive secretary, to keep membership records; record attendance at meetings; transmit notices of club and board meetings; record and preserve the minutes of board meetings if no Recording Secretary is available or has been appointed; 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 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.
 - (5) Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for them to the club annually and at any other time upon request of the board, and to perform other duties as pertains 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, and any other club property.
 - (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.
- (c) If the term of office on the board of the president would otherwise expire prior to the expiration of his or her terms of office as president and as immediate past president, then his or her term of office on the board shall automatically be extended (and thus increase the number of directors on the board) through the expiration of his or her terms of office as president and as immediate past president.
 - (d) If the term of office on the board of the vice-president and president-elect would otherwise expire prior to the expiration of his or terms of office as president-nominee, vice-president and president-elect, as president, and as immediate past president, then his or her term of office on the board shall automatically be extended (and thus increase the number of directors on the board) through the expiration of his or her terms of office as president-nominee, vice-president and president-elect, president, and immediate past president.
 - (e) If not otherwise members of the Board, the secretary, treasurer, and sergeant-at-arms shall, during their terms of office as such, be members of the Board.

Section 10.5. Election of Officers.

- (a) **Terms of Officers other than President.** Each member who is to serve as an officer during the president's term of office as president (other than the president and the vice-president and president-elect) shall be nominated by such president and elected by the board. Except for the president, each officer shall take office on July 1 immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.
- (b) **Term of President.** The president shall be elected by the board not more than two (2) years but not less than eighteen (18) months prior to the day of taking office as president and shall serve as president-nominee upon election. The president-nominee shall take the title of vice-president and president-elect on July 1 of the calendar year prior to taking office as president. The president shall take office as president on July 1 and shall serve a period of one (1) year or until a successor has been duly elected and qualified.
- (c) **Qualifications.** Each officer and director shall be a member in good standing of this club. A candidate for the office of president shall have served as a member of this club for at least one year prior to being nominated for such office, except where service for less than a full year may be determined by the district governor to satisfy the intent of this requirement. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district assembly or training deemed sufficient by the governor-elect has been duly elected.

Section 10.6. Governance of a Satellite Club of This Club (When Applicable). A satellite club shall be located in the same locality as this club or in the surrounding area.

- (a) **Satellite Club Oversight.** This club shall provide such general oversight and support of a satellite club as is deemed appropriate by the board.
- (b) **Satellite Club Board.** For the day-to-day governance of a satellite club, the satellite club shall have its own annually elected board drawn from its members and comprising the officers of the satellite club and four to six other members as the bylaws shall provide. The highest officer of the satellite club shall be the chair and other officers shall be the immediate past chair, the chair-elect, the secretary and the treasurer. The satellite board shall be responsible for the day-to-day organization and management of the satellite club and its activities in accordance with Rotary rules, requirements, policies, aims and objectives under the guidance of this club. It shall have no authority within, or over, this club.
- (c) **Satellite Club Reporting Procedure.** A satellite club shall, annually, submit to the president and board of this club a report on its membership, its activities and programs, accompanied by a financial statement and audited accounts, for inclusion in this club's reports for its annual general meeting and such other reports as may, from time to time, be required by this club.

Section 10.7. Committees. This club should have the following committees:

Club Administration;
Membership;
Public Image;
Rotary Foundation;
Service Projects.

Additional committees may be appointed as needed. The president is an ex officio member of each committee and, as such, has all of the privileges of committee membership. The chair of a committee is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

SECTION 11.

ADMISSION FEES AND DUES

Every member shall pay an admission fee and annual dues as prescribed in these by-laws or by resolution of the board, except that any transferring or former member of another club who is accepted into membership of this club pursuant to Section 7.4 shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

There shall be a Dues Waiver Committee, the members of which shall be the Club President, Club Treasurer and Club Secretary, any two of which shall constitute a quorum. If the Dues Waiver Committee determines that there is good and sufficient reason to do so, then upon the request or with the consent of a Club member the Committee may, at its discretion, waive payment of all or any part of the Club member's annual dues for the Club fiscal year in progress at the time of the waiver. Any such waiver shall be reported to the board and to the Club's Executive Secretary by the next regular monthly meeting of the board following the grant of the waiver.

SECTION 12.

DURATION OF MEMBERSHIP

Section 12.1. Period. Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 12.2. Automatic Termination.

- (a) **Membership Qualifications.** Membership shall automatically terminate when a member no longer meets the membership qualifications, except that:
- (1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership; and
 - (2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.
- (b) **How to Rejoin.** When the membership of a member has terminated as provided in

subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification. A second admission fee shall not be required.

- (c) **Termination of Honorary Membership.** Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 12.3. Termination for Non-payment of Dues.

- (a) **Process.** Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days after the date of notification, membership may terminate, subject to the discretion of the board.
- (b) **Reinstatement.** The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with Section 8.2.

Section 12.4. Termination for Non-Attendance.

- (a) **Attendance Percentages.** A member must
 - (1) attend or make up at least 50 percent of club regular meetings or satellite club meetings, or engage in club projects, other events and activities for at least 12 hours in each half of the year, or a proportionate combination of both;
 - (2) attend at least 30 percent of this club's regular meetings or satellite club meetings, or engage in club projects, other events and activities in each half of the year (assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).

If a member fails to attend as required, the member's membership shall be subject to termination unless the board consents to such non-attendance for good cause.

- (b) **Consecutive Absences.** Unless otherwise excused by the board for good and sufficient reason or pursuant to Sections 9.3 or 9.4, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 12.5. Termination for Other Causes.

- (a) **Good Cause.** The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be Section 7.1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.
- (b) **Notice.** Prior to taking any action under subsection (a) of this section, the member shall

be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

- (c) **Filling Classification.** When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced. However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the board's decision regarding termination is reversed.

Section 12.6. Right to Appeal, Mediate or Arbitrate Termination.

- (a) **Notice.** Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in Section 16.
- (b) **Date for Hearing of Appeal.** In the event of an appeal, the board or president shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.
- (c) **Mediation or Arbitration.** The procedure utilized for mediation or arbitration shall be as provided in Section 16.
- (d) **Appeal.** If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.
- (e) **Decision of Arbitrators or Umpire.** If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.
- (f) **Unsuccessful Mediation.** If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

Section 12.7. Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 12.8. Resignation. The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

Section 12.9. Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club, if, under local laws, the member may have acquired any right to them upon joining the club.

Section 12.10. Temporary Suspension. Notwithstanding any provision of these by-laws, if in the opinion of the board

- (a) credible accusations have been made that a member has refused or neglected to comply with these by-laws, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the board considers should properly occur before such action is taken by the board; and
- (d) that in the best interests of the club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this club and from any office or position the member holds within the club;

the board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for a reasonable period of time not to exceed 90 days and on such further conditions as the board determines. A suspended member may appeal or refer to mediation or arbitration the suspension as provided in Section 12.6. During the suspension, the member shall be excused from fulfilling attendance responsibilities. Prior to the expiration of the suspension period, the board must either proceed to terminate the membership of the suspended Rotarian or reinstate the suspended Rotarian to full regular status.

SECTION 13.

COMMUNITY, NATIONAL, AND INTERNATIONAL AFFAIRS

Section 13.1. Proper Subjects. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 13.2. No Endorsements. This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 13.3. Non-Political.

- (a) **Resolutions and Opinions.** This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.
- (b) **Appeals.** This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 13.4. Recognizing Rotary's Beginning. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

SECTION 14.

ROTARY MAGAZINES

Section 14.1. Mandatory Subscription. Unless, in accordance with the by-laws of RI, this club is excused by the board of directors of RI from complying with the provisions of this Section, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine or the Rotary magazine approved and prescribed by the board for their club or clubs. The subscription shall be paid on such dates as established by the board for the payment of per capita dues for the duration of membership in this club.

Section 14.2. Subscription Collection. The subscription shall be collected by this club from each member in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

SECTION 15.

ACCEPTANCE OF OBJECT AND COMPLIANCE WITH CONSTITUTION AND BY-LAWS

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the articles of incorporation and by-laws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of such articles and by-laws regardless of whether such member has received copies of them.

SECTION 16.

ARBITRATION AND MEDIATION

Section 16.1. Disputes. Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 16.2. Date for Mediation or Arbitration. In the event of mediation or arbitration, the board or president shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

Section 16.3. Mediation. The procedure for mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

- (a) **Mediation Outcomes.** The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the board and to be held by the secretary. A summary statement of

outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party through the president or secretary may call for further mediation if either party has retracted significantly from the mediated position.

- (b) **Unsuccessful Mediation.** If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in subsection 16.1.

Section 16.4. Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator. The parties shall each pay an equal share of the arbitrator's fee and expenses.

Section 16.5. Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

SECTION 17.

FINANCES

Section 17.1. At 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.

Section 17.2. The treasurer shall deposit all club funds in a bank, named by the board.

Section 17.3. Checks for the payment of bills and for other expenditures of the corporation shall be signed by such officer or officers of the corporation as the board may authorize to sign checks. An audit by a certified public accountant or other qualified person shall be made of the corporation's financial statements whenever the board shall so direct. Each club member shall have access to all financial records and reports provided to the board.

Section 17.4. A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 17.5. Officers having charge or control of club funds shall give bond if required by the board for the safe custody of the funds of the club, the cost of the bond to be borne by the club.

Section 17.6. The fiscal year of this club shall extend from 1 July to 30 June.

SECTION 18.

BY-LAWS

This club may adopt additional by-laws not inconsistent with the constitution and by-laws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with the club articles of incorporation, embodying additional provisions for the government of this club. Such by-laws may be amended from time to time as herein provided.

SECTION 19.

ORDER OF BUSINESS FOR CLUB MEETINGS

Meeting called to order.
Pledge of Allegiance / Invocation or Reflection
Introduction of visitors.
Correspondence, Announcements, Rotary and Member Information.
Committee reports, if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

SECTION 20.

INTERPRETATION

Throughout these by-laws, the terminology "notice," "written notice," "mail," "mailing," and "ballot-by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

SECTION 21.

AMENDMENTS

Section 22.1. Manner of Amending. These bylaws may be amended at any regular club meeting. Amending the club bylaws requires notice to each member not less than ten days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Section 22.2. Amending Section 2 and Section 3. Section 2 (Name) and Section 3 (Locality of the Club) of these by-laws may be amended at any regular meeting of this club, a quorum being present by the affirmative vote of not less than two-thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been given to each member and to the governor at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved; and provided further, for convenience purposes, the directors may elect to identify the organization at various times as "Omaha Millard Rotary" or any other name that denotes affiliation with both RI and the Omaha Millard community area, without amending Section 2 (Name). The governor may offer an opinion to the board of directors of RI regarding any proposed amendment to Section 2 (Name) and Section 3 (Locality of the Club).

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