

RESTATED BYLAWS OF THE ROTARY CLUB OF GLENWOOD SPRINGS

As amended July 17, 2020 and all previous

Article 1 Name and Definitions

Section 1. The name of this/her organization shall be the Rotary Club of Glenwood Springs, hereinafter called the Club.

Section 2. Definitions

Board: The Board of Directors of the Club.
Director: A Member of the Club's Board of Directors.
Ex officio: Non-voting, appointed Board Member.
Board Officer: Elected positions of President, President-elect, Secretary, Treasurer.
Member: A Member, other than an honorary Member, of the Club.
Quorum: The minimum number of participants who must be present when a vote is taken.
RI: Rotary International.
Year: The twelve-month period that begins on 1 July (aka Rotary year).
Written: Paper copy with signature, email, memorandum of phone conversation, or other usual and verifiable means of communication.
Presence: In person or electronic presence.

Section 3. Avenues of Service

The Five Avenues of Service are based on the Object of Rotary, Rotary's Philosophical cornerstone and foundation of Club activity. They are: Club Service, Vocational Service, Community Service, International Service and Youth Service. The Club will be active in each of the Avenues of Service.

Article 2 Board

Section 1. It shall be the responsibility of the Board to manage the interests of the Club as a whole and to work closely with the President to achieve Club goals.

Section 2. Responsibilities

- Oversee the work of all Club Officers and committee Members.
- Approve a Club budget.
- Review the report of Club finances, quarterly at minimum.
- Approve all expenditures not accounted for in the Club budget.

- Approve or reject proposed and other prospective Members, including Membership leads, and communicate the decision to those who proposed the Members and to the Membership candidates, within 30 days.
- Review Club policies and the Club bylaws to ensure they are being implemented as intended and revise them if they are no longer current.
- Consider innovative ways to make the Club more flexible, vibrant, attractive to new Members and engaging to current Members.
- Explore the needs of the community and international communities to establish Club goals.

Section 3. The governing body of the Club shall be the Board of Directors, not less than seven (7) and not more than eleven (11) and consisting of the Officers and Directors elected in accordance with Article 3, section 1 of these bylaws. In addition, the Immediate Past-president of the Glenwood Rotary Club and the President (or assignee) of the Rotary Club of Glenwood Springs Charitable Foundation shall be appointed to serve as Ex officio Members of the Board.

Section 4. A Director who has a personal or private interest in a matter proposed or pending before the Board shall disclose such interest to the Board, shall not vote on it and shall not attempt to influence the decisions of other Directors in voting on the matter. However, if a Director has disclosed his or her interest in the matter, he or she may vote if his or her participation is necessary to obtain a quorum or otherwise enable the Board to act. If a Director votes under these circumstances, he or she shall state for the record the fact and summary nature of the potential conflict of interest.

Article 3 Election and Appointment of Officers and Directors

Section 1. By the beginning of December, the President shall use electronic mail to call for nominations for Officers (President-elect, Secretary and Treasurer) and Directors from the Membership. A committee consisting of the President, President-elect and Past Presidents shall vet the nominations and present a slate of Officers and Directors to the Membership for ratification at the annual meeting in January.

Section 2. The Officers and Directors, so elected, will serve commencing July 1. Each July 1, the Immediate Past-president of the Glenwood Springs Rotary Club and the President (or assignee) of the Rotary Club of Glenwood Springs Charitable Foundation shall be appointed to the Board as Ex officio Members and shall serve a one-year term. The Directors-elect shall meet and fill any other positions as they see fit.

Section 3. Terms of service for Directors and Officers shall be one year.

Section 4. A vacancy in the position of any Officer-elect or Director-elect shall be filled by action of the remaining Directors-elect.

Section 5. Any Director may resign by given written notice to the Board.

Article 4 Duties of Officers

Section 1. *President.* It shall be the duty of the President to preside at meetings of the Club and the Board, to be the chief spokesperson of the Club, to represent the Club to the community and to perform other duties as pertain to the office of President.

Section 2. *President-elect.* It shall be the duty of the President-elect to preside at meetings of the Board in the absence of the President, and to perform other duties as may be delegated by the President or the Board.

Section 3. *Secretary.* It shall be the duty of the Secretary to keep Membership records; record attendance at meetings; record and preserve the minutes of Board meetings and preserve committee meeting reports; report as required to RI, including the semi-annual reports of Membership on January 1 and July 1 of each year; report to RI and the district governor changes in Membership; provide the monthly attendance report; and perform other duties as pertain to the office of Secretary.

Section 4. *Treasurer.* It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Club annually and at any other time as required by the Board, remit RI assessments and to perform other duties as pertain to the office of Treasurer.

Section 5. Upon retirement from office, each Officer shall turn over to his/her successor all records and property belonging to the Club.

Article 5 Meetings

Section 1. The annual meeting shall be held in January, at which time the election of Officers and Directors to serve for the ensuing Rotary year shall take place in accordance with Article 3 of these bylaws.

Section 2. The day, time and place of the regular weekly meetings of the Club shall be determined by the Board. Due notice of any changes in, or canceling of, the regular meeting shall be given to all Members of the Club. At the weekly meetings, all Members (excepting honorary or excused Members) in good standing in the Club, must be counted as present or absent.

Section 3. The President may designate one or more of the weekly meetings as Club assemblies, when Club business is presented to the Members for their consideration.

Section 4. One-third of the Membership shall constitute a quorum at the annual meetings and Club assemblies.

Section 5. Regular meetings of the Board shall be held monthly at such time and place as determined by the President. Special meetings of the Board may be called by the President or upon the request of two Directors, due notice having been given.

Section 6. A quorum of the Board shall consist of a majority of the voting Directors currently serving.

Section 7. Actions that require urgent attention shall be brought to the President in the form of a motion. Upon receiving a second, the President shall send an electronic communication to Board Members naming the motion, the Board Member bringing the motion, the Board Member seconding the motion and naming a date by which Board Members must return their written vote on the motion. The motion shall be considered passed or failed by majority vote. The President shall inform Board Members of the result of the vote.

Article 6 Method of Voting

Section 1. Voting at Club meetings shall be transacted by voice vote, except the election of Officers and Directors, which shall be transacted by ballot. The Board may consider that a certain resolution be considered by ballot rather than by voice vote.

Section 2. Voting at Board meetings shall be transacted by voice vote. A Director may request that his or her dissent or abstention to any specific action taken be entered in the minutes of the meeting. There shall be no voting by proxy. Voting by email with proper documentation of the motion(s), vote(s) made, date and time of email, and copies made of each vote for filing will be allowed.

Article 7 Committees

Section 1. Committees are charged with carrying out the annual and long-range goals of the Club based on the Avenues of Service. The President-elect, President, and Immediate Past President shall work together to ensure continuity of leadership and succession planning. When feasible, Committee Members shall be appointed to the same Committee for two to three years to ensure continuity. The President-elect is responsible for appointing Committee Members to fill vacancies, appointing Committee Chairs, and conducting planning meetings prior to the start of the year in office. The Board, through its Officers and Committees, shall ensure the following are carried out:

- Membership - develop and oversee a comprehensive plan for the recruitment and retention of Members.

- Public Relations - develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities and support Membership recruitment.
- Fund Raising and Grants Committee - a joint function of the Rotary Club of Glenwood Springs and the Rotary Club of Glenwood Springs Charitable Foundation to develop and implement plans to support said Foundation through financial contributions and make recommendations for distribution of funds.
- Club Service and Administration - conduct activities associated with strengthening fellowship and the effective functioning of the Club.
- Vocational Service – encourage Rotarians to serve others through their vocations and to practice high ethical standards.
- Community Service - develop and implement projects that improve life in the Club's local communities.
- International Service - develop and implement actions taken to expand Rotary's humanitarian reach around the globe and to promote world understanding and peace.
- Youth Service – develop and implement projects that recognize the positive change by youth and young adults via leadership and involvement.
- Rotary Foundation of Rotary International – develop and implement plans to support the Rotary Foundation of RI through both financial contributions and program participation.
- Additional committees may be appointed as needed.

Section 2. The President shall be an Ex officio Member of all committees and, as such, shall have all the privileges of Membership thereon.

Section 3. Each Committee shall transact its business as is delegated to it and such additional business as may be referred to it by the President or the Board. Except when special authority is given by the Board, Committees shall not take action regarding Club policies or finances until approved by the Board.

Section 4. Each Chair shall be responsible for regular meetings and activities of the Committee, supervise and coordinate the work of the Committee, report to the Board on all Committee activities, and provide the Secretary with records of the action of the Committee.

Section 5. The duties of all Committees shall be established and reviewed by the President for his/her year. In declaring the duties of each, the President shall refer to appropriate RI materials as needed.

Each Committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the President-elect to provide the necessary leadership to prepare a recommendation for Club committees, their goals and plans, for presentation to the Board in advance of the commencement of the year.

Article 8 Finances

Section 1. Prior to the beginning of each year, the Board shall prepare a budget of estimated operational income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by the Board. The Club's charitable/service operations shall be financed by the Rotary Club of Glenwood Springs Charitable Foundation.

Section 2. The Treasurer shall deposit all Club funds in a bank named by the Board.

Section 3. All bills shall be paid by the Treasurer or other authorized officer.

Section 4. A thorough review of all financial transactions by a qualified person, other than the Treasurer, shall be made once each year.

Section 5. The fiscal year of the Club shall be from 1 July to 30 June. For the purpose of reporting to RI, the collection of Members' assessments shall be divided into 4 quarterly periods July-Sept, Oct-Dec, Jan-Mar, April-June.

Article 9 Membership

Section 1. Proposed Membership.

(a) The name of a prospective Member, proposed by an active Member of the Club or by the Membership Committee, shall be submitted to the Board of Directors. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(b) The Board shall consider and approve or disapprove the initial recommendation.

(c) If the decision of the Board is favorable, the proposer, together with one or more Members of the Membership Committee, shall inform the prospective Member of the purposes of Rotary and of the privileges and responsibilities of Membership in the club, following which the prospective Member shall be requested to complete and submit an application for Membership and to give his/her permission for his/her name to be published to the Club.

(d) The Membership Committee Chair shall give notice to the Club's Membership of the proposed Member to see if there are any objections to Membership in the Club. If no written objection to the proposal, stating reasons, is received by the Board or Membership Committee Chair from any Member of the Club within ten days following publication of the name of the prospective Member, the proposed member shall be considered elected. If any objection has been filed with the Board, it shall consider the same at any regular or special meeting of the Board and shall ballot on the proposed Member. When a proposed member is considered elected, the Membership Committee Chair shall schedule an orientation (Fireside Chat) for the proposed

Member. The proposed Member, upon payment of the prescribed admission fee, shall be considered an Active Member of the Club.

(e) Following the Member's election to Membership as herein provided, the Club Secretary shall report the name to the General Secretary of Rotary International.

(f) The Member shall be formally introduced as a new Member at a regular meeting of the Club.

Section 2. Honorary Members. The Board of Directors may approve a person who has distinguished him/herself by meritorious service in the furtherance of Rotary ideals as an honorary Member of the Club, for a length of time as approved by the Board of Directors at their discretion, and the honorary Member shall be reported as such by the Club Secretary.

Section 3. Change in Membership Status. The Board of Directors shall be given full authority regarding any change of status for any Member of the Club.

Article 10 Dues

Section 1. The Membership dues shall be determined periodically, payable in advance on a quarterly basis. Dues shall include mandated RI and district assessments.

Section 2. Dues are considered 'current' if they are not outstanding for more than ninety days. Members who are more than one quarter (90 days) are considered delinquent and shall be given notice that they need to bring their account current as soon as possible. Members who are more than two quarters (180 days) delinquent shall be given 10 days to bring their account current or will be administratively discharged from the Club. Submitting past-due accounts for collection shall be at the discretion of the Board of Directors.

Article 11 Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a Member from attending the meetings of the Club for a specified length of time not exceeding six months, except upon approval of the Board of Directors. The Board shall determine to what extent dues and other charges are excused during a leave of absence.

Article 12 Resolutions

Resolutions or motions to commit the Club on any matter shall be submitted first to the Board, then brought to the Club if warranted. Discussion of a pending resolution by the Club may be

sought to inform the Board, but no action shall be taken until the Board has considered the matter.

Article 13 The Rotary Club of Glenwood Springs Charitable Foundation

The Rotary Club of Glenwood Springs Charitable Foundation, a 501(c)3 tax exempt organization, shall act as the charitable arm of the Club; may receive tax deductible contributions; and distribute funds according to its bylaws and operating procedures.

Article 14 Political and Controversial Concerns

In accordance with Rotary International policy, the Club shall refrain from issuing partisan political statements or endorsing any candidate for public office.

Reference: RCP 2.90 and RCP 33.040.1

A Club may properly discuss public questions of interest to its members provided that, when such questions are controversial, both sides are given the opportunity to present. Each side of a controversial question may be presented at separate meetings.

Article 15 Amendments

These bylaws may be amended by a two-thirds vote of all present at any regular meeting of the Club, where a one-third quorum is present, provided that notice of such amendment shall have been given to each Member at least 10 days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary Club Constitution and with the constitution and bylaws of RI.



Debra L Wilde, President

July 17, 2020