**THIRDAMENDED AND RESTATED BYLAWS OF THE ROTARY CLUB OF TELLURIDE, COLORADO, INC.**

**Adopted June 2, 2020**

THESE THIRD AMENDED AND RESTATED BYLAWS (the **"Bylaws")** of Telluride Rotary Club of Telluride, Colorado, Inc. (the **"Club")** are dated and made effective as of this 1st day of May, 2020 the **"Effective Date")** and fully delete, supersede, amend, restate and replace, in their entirety, all prior Club Bylaws and any and all amendments thereto.

ARTICLE I

ELECTION OF OFFICERS

**Section 1. Elections.** At the Annual Meeting (defined below), the Club membership (the **"Member(s)")**

shall hold an election of the Club Officers**:**

**Section 1.1. Officer Nominations.** Candidates for each such election shall be nominated by the Board prior to the Annual Meeting and Members at the Annual Meeting. Once nominations are closed, the Members shall (i) discuss any nominees as desired by those Members attending the Annual Meeting; and (ii) appoint an election proctor/monitor to undertake the election process (the **"Election Proctor").**

**Section 1.2. Officer Elections.** Within 48 hours after the Annual Meeting, the Election Proctor shall circulate by email or other electronic/personal delivery means, a list of the nominees, together with a summary of any Annual Meeting discussion and details of applicable procedures for casting votes for the Officers (the **"Board Nominee Notice").** The Board Nominee Notice shall clarify that all votes cast by Members for the nominees must be received electronically or in person by the Election Proctor by midnight on the third calendar day following the date of the Board Nominee Notice. Thus, by way of example, if the Board Nominee Notice is sent on a Monday, then all votes must be delivered to the Election Proctor by the following Thursday, with that deadline being specified in the Board Nominee Notice.

**Section 1.3. Notice of Officer Elections.** On the business day next following the voting deadline date, the Election Proctor shall tally the highest votes for the required Club Board Officer nominee and the highest votes for the other Officer nominees to determine the elected Officers. The Election Proctor then shall circulate a notice of such election within one business day thereafter (the **"Election Notice").**

**Section 1.4. Officer Replacement.** Officers who fail to, or are unable to fulfil their duties may be replaced by a majority vote of the Board. The replaced Officer maygive notice to the secretary of an appeal to the club or a request for mediation. In the event of an appeal, the board shall set a date for the hearing at a regular club meeting. Only members shall be present when the appeal is heard. The action of the club is final and binding on all parties and shall not be subject to arbitration.

ARTICLE II BOARD OF DIRECTORS

**Section 1.** The governing body of this club shall be the Board consisting of the five Officers described in Article III and elected in accordance with Article I of these Bylaws. The current club president may appoint up to two additional club members to serve on the Board during the president’s term of office.

**Section 2.** A majority vote of the Directors shall be required for any Board action.

**Section 3.** A majority vote of the Members as stipulated in Article IV Section 3 shall overturn any action of the Board.

**Section 4.** Within 60 days after all board meetings, written minutes should be available to all members.

ARTICLE III DUTIES OF OFFICERS

**Section 1**. **President.** It shall be the duty of the President to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertains to his/her office.

**Section 2. President-Elect.** It shall be the duty of the President-elect to preside at meetings of the Club and board in absence of the President and to perform such other duties as ordinarily pertains to his/her office.

**Section 3. Immediate Past President.** It shall be the duty of the Immediate Past President to preside at meetings of the Club and board in absence of the President-Elect and serve as an advisor to the President.

**Section 4. Secretary.** It shall be the duty of the Secretary to keep minutes of Board and Club meetings, the Club Constitution, articles of incorporation, bylaws, and approved resolutions, reports of elections, and records of the Members. The Secretary (or other Director) shall also send out notices of meetings, make required reports to Rotary International, and perform such other duties as pertain to his/her office. Notices may be sent by means determined by the Secretary in his/her sole discretion to be reasonable notice to the Members. Upon his/her retirement from office he/she shall turn over to his/her successor or to the President the above documents and any other Club property in his/her possession.

**Section 5. Treasurer.** It shall be the duty of the Treasurer to have custody of the funds, accounting for the same to Board monthly and to the Club annually and at any other time upon demand of the Board, and perform such other duties as pertain to his/her office. Upon his/her retirement from office he/she shall turn over to his/her successor or to the President all funds , books of account and any other Club property in his/her possession.

ARTICLE IV MEETINGS

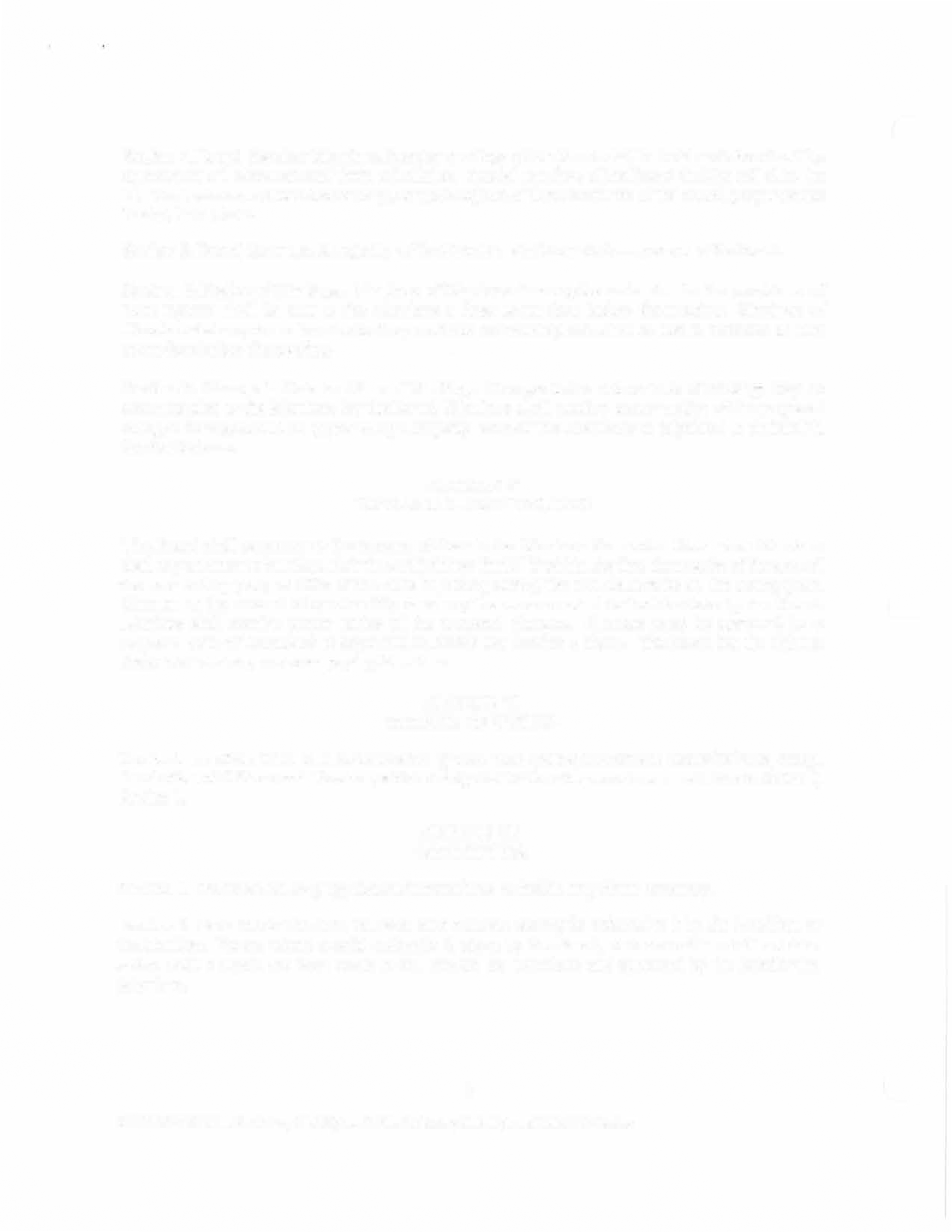
**Section 1**. **Annual Meeting.** An annual meeting of this Club (the **"Annual Meeting")** shall be held at a time and place determined by the President, at which time the election of officers to serve for the ensuing Rotary year (July 1 through June 30 of each year) shall take place, as set forth in Article I. Section 1.

**Section 2. Regular Meetings.** The regular meetings of this Club (the **"Regular Meeting")** shall be held at a time and place determined by the Board after consultation with the members. Proper notice of any changes in or canceling of the Regular Meeting shall be given to all Members of the Club.

**Section 3. Voting.** Abinding vote of the Members shall consist of:

**Section 3.1** A majority vote of the Members in attendance at a meeting, provided that a quorum, defined as 20% or more of the active Members is present; or

**Section 3.2** A majority vote of all active Members who vote in an electronic poll called by the President.



**Section 4. Board Regular Meetings.** Regular meetings of the Board shall be held as determined by agreement of Directors and their schedules. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon request of three members of the Board, proper notice having been given.

**Section 5. Board Quorum.** A majority of the Directors shall constitute a quorum of the Board.

ARTICLE V

DUES AND CLASSIFICATIONS

The Board shall recommend the amount of dues to the Members for a vote. New active Members shall pay an amount based on their time of joining: in full if within the first six months of the start of the new Rotary year, or 50% of the dues if joining during the last six months of the Rotary year. Changes in the amount of membership dues may be recommended to the Members by the Board. Members shall receive proper notice of the proposed changes. Changes must be approved by a majority vote of Members as stipulated in Article IV, Section 3 above. The Board has the right to designate honorary, non-dues paying Members.

ARTICLE VI METHOD OF VOTING

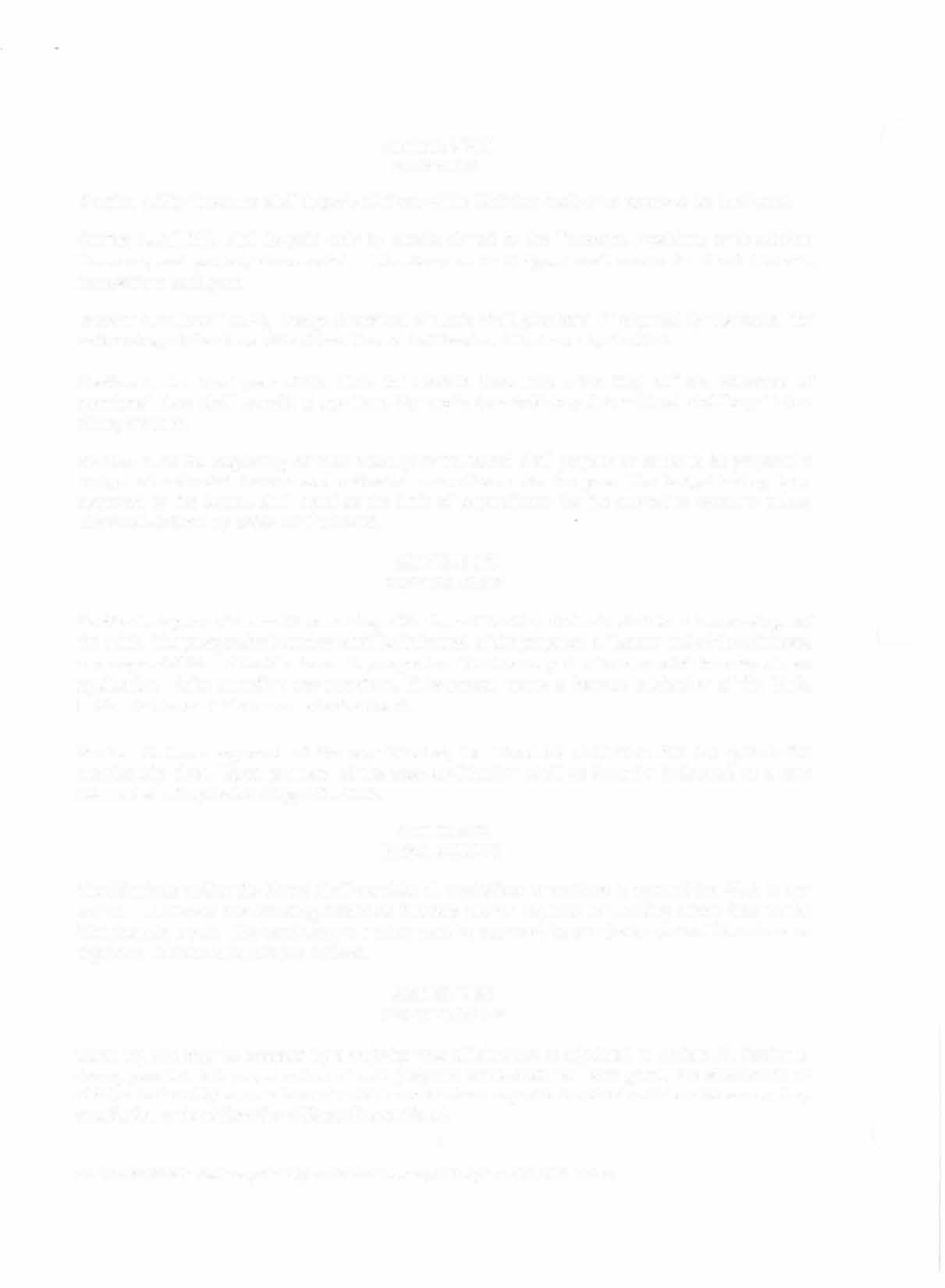
The business of the Club shall be transacted by vivo voce (voice) or electronic transmittal vote, except the election of Officers, which strictly shall follow the procedures as set forth in Article I, Section 1.

ARTICLE VII COMMITTEES

**Section 1**. There shall be four standing committees to provide guidance to the Board and Members. These shall be a Youth Committee, a Local Service Committee, a Membership Committee and an International Service Committee. Membership on these committees shall be open to all members.

**Section 2.** The President may appoint such additional committees as he/she may deem necessary.

**Section 3 .** Each committee shall transact such business as may be referred to it by the President or the Members. Except where special authority is given by the Board, such committee shall not take action until a report has been made to the Board or Members and approved by the Board or the Members.

ARTICLE VIII FINANCES

**Section 1**. The Treasurer shall deposit all funds of the Club in a bank to be approved by the Board.

**Section 2.** All bills shall be paid only by checks signed by the Treasurer, President, or foundation Treasurer, and properly documented. The Board or its designee shall review the Club's financial transactions each year.

**Section 3.** Officers having charge or control of funds shall give bond if required by the Board for safe custody of the funds of the Club. The cost of bond shall be borne by the Club.

**Section 4.** The fiscal year of this Club shall extend from July 1st to June 30and collection of members' dues shall be paid at one time. Per capita dues to Rotary International shall be paid in a timely manner

**Section 5.** 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. The budget shall be circulated to the club members for comments. The budget having been approved by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

ARTICLE IX MEMBERSHIP

**Section 1.** A person interested in becoming a Member of the Club shall attend at least two meetings of the Club. The prospective Member shall be informed of the purposes of Rotary and of the privileges and responsibilities of the Members. A prospective Member will complete an application including a short biography. After attending two meetings, if the person wants to become a Member of the Club, he/she shall submit his/her name to the Board. Upon approval by the Board the applicant shall be submitted to the Club Members for approval.

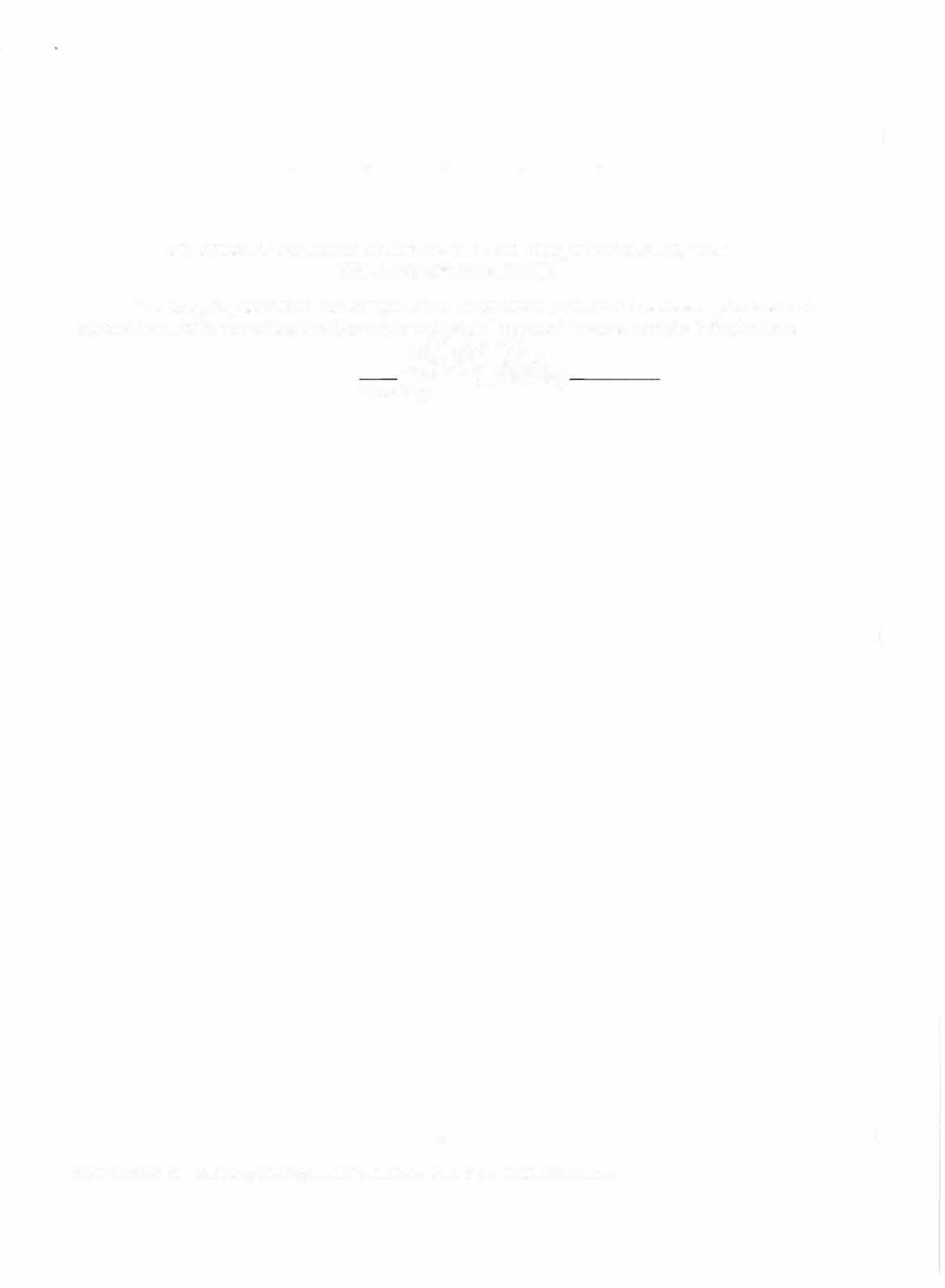
**Section 2.** Upon approval of the new Member, the Treasurer shall then bill the person for membership dues. Upon payment of the dues, the Member shall be formally inducted as a new Member at a Regular Meeting of the Club.

ARTICLE X RESOLUTIONS

The Members and/or the Board shall consider all resolutions or motions to commit the Club in any matter. The Board has spending discretion for all expenditures up to and including $500 but may submit requests for funding of any item to the Members for a vote. The resolution or motion must be approved by a majority vote of Members as stipulated in Article I V, Section 3 above.

ARTICLE XI AMENDMENTS

These Bylaws may be amended by a majority vote of Members as stipulated in Article IV, Section 3 above, provided that proper notice of such proposed amendment has been given. No amendment or addition to these Bylaws can be made which is not in harmony with the Club's articles of incorporation, constitution or the philosophy of Rotary International.



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# TELLURIDE ROTARY CLUB OF TELLURIDE, COLORADO, INC. BYLAWS CERTIFICATE

The foregoing THIRD AMENDED AND RESTATED BYLAWS have been authorized and adopted by majority vote of the Board, at a duly noticed and convened meeting, as of the Effective Date.