**Bylaws of the Rotary Club of Killeen Heights**

Updated 6.9.2021

# Article 1 Definitions

1. Board: The Board of Directors of this Club.
2. Bylaws: The bylaws of this Club.
3. Club: The Rotary Club of Killeen Heights.
4. Satellite Club: The Rotary Satellite Club of Killeen Heights
5. Director: A member of this Club's Board of Directors.
6. Officer: A member of this Club’s Board of Directors.
7. Member: A member, other than an honorary member, of this Club.
8. RI: Rotary International.
9. Year: The twelve-month period that begins on 1 July.
10. Committee: Shall include subcommittees when appropriate.
11. Mail: Shall include electronic mail when appropriate.

# Article 2

# Membership Categories

**Section 1** - Active Membership. A person possessing the qualifications set forth in Article 5, Section 2 of the RI constitution may be elected to Active membership in this club.

**Section 2** – 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. Honorary members shall be exempt from the payment of 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 3** – Satellite Club Membership. In accordance with the Club and RI Constitution, the Club **may** sponsor a Rotary Satellite Club focused on attracting young professionals, Rotary International, and Rotary Foundation program alumni such as former Rotaractors, Rotary Peace Fellows, Interactors, Group Study Exchange team members, Rotary Scholars and others from the family of Rotary.

* 1. Membership shall be limited to persons under the age of 40 who are otherwise fully qualified for Rotary membership.
	2. Members of the Satellite Club will be automatically transferred to the Club upon reaching the age of 40.
	3. Unless specifically stated otherwise, these Bylaws apply equally to the Club and to the Satellite Club.

**Section 4** – Rule of 85 Membership. A Member, when the aggregate of their years of age and years of membership in one or more clubs is 85 years or more, and who has been a member of one or more clubs for at least 20 years, may request the Rule of 85 status from the Board. Rule of 85 status grants the Member certain attendance and dues allowances as outlined in Article 6, Section 3 and Article 7, Section 4 of these Bylaws.

# Article 3

# Board of Directors

**Section 1 -** The governing body of the Club shall be a Board consisting of members of the Club elected in accordance with Article 4, Section 1, of these Bylaws. The officers shall be President, President-Elect, President-Nominee (Vice-President), Secretary, Treasurer, Sergeant-at- Arms, and Immediate Past President. The Board shall also include (a) seven Directors representing Club Administration, Public Relations, Service Projects, Youth Service, Membership, The Rotary Foundation, and Programs, and (b) the Chairperson of the Satellite Club.

**Section 2 -** The governing body of the Satellite Club shall be a Board consisting of members of the Satellite Club elected in accordance with Article 4, Section 1, of these Bylaws. The highest officer of the Satellite Club shall be the chairperson; other officers shall be the immediate Past Chairperson, the Chairperson-Elect, and the Secretary. The board shall also include four members who serve as directors-at-large, also elected in accordance with Article 3, Section 1, of these Bylaws. 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.

# Article 4

# Election of Directors and Officers

**Section 1** – At a regular meeting held not later than fourteen calendar days prior to the annual meeting for the election of officers and directors, the presiding officer shall ask for nominations for officers and directors. Nominations shall be presented in writing by the Nominations Committee appointed in accordance with Article 10 of these Bylaws. The nominations duly made shall be placed on a ballot and shall be voted for at the annual meeting.

**Section 2** – A vacancy in the Board for any office except Club President shall be filled by action of the remaining officers and directors. A replacement President will be determined by vote of the Club.

**Section 3** – A vacancy in the position of any officer-elect or director-elect except Club President shall be filled by action of the remaining directors-elect in consultation with the Nominations Committee. A replacement President-elect will be determined by vote of the Club.

**Section 4** – Each officer and director shall be a member in good standing of this Club.

**Section 5** – The Club President and Satellite Club Chair:

1. Shall have served as a Board member in 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.
2. Shall attend, as President-Elect or Chair-Elect,
	1. the District Presidents-Elect Training Seminar (P.E.T.S.) unless excused by the Governor-Elect (President) or President (Chair-Elect) and
	2. the District Assembly (Club Leader Training), 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.
3. Shall possess the ability to assume the leadership of the Club and possess the esteem and confidence of the members.
4. Shall be prepared to give the time and effort necessary to lead and carry on the work of the Club.
5. Shall have served in successive leadership positions on the Board that provide a thorough apprenticeship for the presidency (President only.)
6. Should have attended one or more district conferences (President only).
7. Shall have a working knowledge of the Constitution and Bylaws of the Club, and of the Rotary International Manual of Procedures.

**Section 6** – District Assembly. All incoming officers and directors of the Club should attend, prior to assuming their office, the District Assembly (Club Leader Training) unless excused by the President-Elect.

**Section 7** – 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 representative to such meetings, the President-Elect shall not be able to serve as Club President. In such event, the current President shall continue in office to serve as Club President until a successor who has attended a Presidents-Elect Training Seminar and District Assembly, or other training deemed sufficient by the Governor, has been duly elected.

# Article 5

# Duties of Rotary Club Officers

**Section 1** – President: Preside at meetings of the Club and the Board and perform other duties as ordinarily pertain to the Office of President.

**Section 2** – President-Elect: Preside at meetings of the Club and the Board in the absence of the President, chair the Nominations Committee, and perform such other duties as may be prescribed by the President or the Board.

**Section 3** – President-Nominee (Vice-President): Preside at meetings of the Club and the Board in the absence of the President and President-Elect, and perform other duties as ordinarily pertain to the office of Vice-President. The President-Nominee (Vice President) shall take the title of President-Elect and serve as a Club officer for the year commencing on the first day of July following the election, and shall assume office as President on the first day of July immediately following that year.

**Section 4** – Secretary: Maintain membership records; record attendance at meetings; distribute notices of Club, Board and committee meetings; record and preserve the minutes of such meetings; report as required to Rotary International, including the Semi-Annual Report of membership and prorated dues reports on 1 January and 1 July of each year; 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; preside at meetings of the Club and the Board in the absence of the President, President-Elect and President- Nominee (Vice President); perform other duties as usually pertain to the office of Secretary; and distribute a signed copy of each Semi-Annual Report to all Club members via ClubRunner within 15 days of submitting the report to Rotary International.

**Section 5** – Treasurer: Maintain custody of all funds; provide an accounting to the Club annually and at any other time upon demand by the Board; ensure that monthly billing statements are prepared and distributed on a monthly basis; collect and remit (1) Rotary International and District 5870 per capita dues, (2) per capita support for the Council on Legislation, (3) official magazine subscriptions, and (4) per capita general liability insurance fees; and perform other duties as pertains to the office of Treasurer. Upon retirement from office, turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property.

**Section 6** – Sergeant-at-Arms: Serve as Parliamentarian for the club; oversee the setup of facilities for Club meetings; collect fines; and perform other duties as may be prescribed by the President or the Board.

**Section 7** – Immediate Past President. Work with the President and President-Elect to ensure continuity of leadership for Club functions and activities, such as support of the Rotary Foundation and the annual fundraising event, that occur on an ongoing basis.

**Section 8 –** Satellite Club Chair

Preside at meetings of the Satellite Club and the Board and perform other duties as ordinarily pertain to the Office of Chair. The Satellite Chair shall submit an annual report to RCKH on the Satellite Club’s membership, activities, and programs.

# Article 6

# Meetings

**Section 1** – Annual Meeting. An annual meeting of the Club shall be held not later than the third week of December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2** – Regular Meetings.

1. The regular weekly meeting of the Club shall be held on Friday at 7:00 AM.
2. The regular meeting of the Satellite Club shall be held at a time and location determined by the Satellite Club.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club and Satellite Club.

**Section 3** – All members, except honorary and Rule of 85 members, must be counted as present or absent at each weekly meeting, either at this Club, or at any other Rotary Club, or as otherwise provided in the Constitution of the Rotary Club of Killeen Heights, Article 12.

**Section 4** – Members are requested to:

1. Attend or make up at least 50 percent of Club regular meetings, or engage in Club projects and/or other events and activities for at least 12 hours in each half of the year, or a proportionate combination of both; and
2. Attend at least 30 percent of the Club’s regular meetings, or engage in Club projects and/or other events and activities in each half of the year.
3. A member serving as District Governor or as an Assistant Governor is excused from these requests, as is the spouse of the District Governor if that person is also a member of the Club.

**Section 5** – One-third of the membership shall constitute a quorum at the annual and regular meetings of Club.

**Section 6** – Regular meetings of the Board shall be held monthly. Special meetings of the Board shall be called by the Club President, whenever deemed necessary, or upon the request of two (2) officers or directors, due notice having been given.

**Section 7** – A simple majority of the officers and directors shall constitute a quorum of the Board.

**Section 8** – The conduct of a Board meeting shall follow the most current edition of Roberts Rules of Order. The President, or in the absence of the President, the next most senior officer present, shall conduct the meeting under provisions of Article 16, Section 2 of these Bylaws. Written minutes will be prepared for all Board meetings and be made available to members within 60 days of that meeting.

# Article 7

# Fees, Dues, and Contributions

**Section 1** – Admission Fee.

1. Every member shall pay an admission fee of $100.
2. A transferring or former member of another club who is accepted into membership of this club or any former member of this club who rejoins this club shall not be required to pay a second admission fee.
3. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, and who is accepted into membership of this club shall not be required to pay an admission fee.

**Section 2** – Membership Dues. Except as noted in Section 4 below, dues shall be $40 per month with the understanding that an appropriate part of these payments shall be applied to each member’s (1) *The Rotarian* magazine subscription, (2) Rotary International general liability insurance; (3) per capita support for the Council on Legislation; and (4) Rotary International and District 5870 per capita dues. The remainder of the dues shall be used to fund the operating expenses of the Club as approved annually by the Board. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine.

**Section 3** - Dues for the Satellite Club will be established in the Satellite Club Bylaws, and approved by the Club Board. This amount will be $25 per month and may be adjusted from time to time so that it continues to pay for the member’s (1) *The Rotarian* magazine subscription, (2) Rotary International general liability insurance; (3) per capita support for the Council on Legislation; (4) Rotary International and District 5870 per capita dues, and (5) the requested monthly contribution to The Rotary Foundation.

**Section 4** – Rule of 85.

1. The dues for members who have been approved for the Rule of 85 under the provisions contained in Article 12, Section 3(b) of the Constitution of Rotary Club of Killeen Heights, shall be set by the Board. This amount will be $30 per month and may be adjusted from time to time so that it continues to pay for the member’s (1) *The Rotarian* magazine subscription, (2) Rotary International general liability insurance; (3) per capita support for the Council on Legislation; (4) Rotary International and District 5870 per capita dues.
2. Members approved for Rule of 85 dues and who desire to eat a meal shall be required to pay the prevailing visitor rate as approved annually by the Board.

**Section 5 -** Leave of Absence

Upon writing application to the Board, the Board has the authority to reduce the dues of a member on leave of absence to $30. This amount will be adjusted from time to time so that it continues to pay for the member’s (1) *The Rotarian* magazine subscription, (2) Rotary International general liability insurance; (3) per capita support for the Council on Legislation; (4) Rotary International and District 5870 per capita dues.

**Section 6** – Rotary Foundation’s Annual Fund.

The Club actively supports The Rotary Foundation by requesting that each member contribute $10 per month to the Annual Fund. This contribution will be included on the member’s monthly billing statement and is tax deductible to the extent allowable by law.

**Section 7** – Unless otherwise approved by the Board, members will be billed on a monthly basis. Member bills will consist of fees, dues, contributions and any charges made to member accounts. Members will not receive a credit for breakfast charges for missed meetings or makeups if in-person meetings are held.

1. Members who desire to be billed on an alternate cycle – quarterly, semi-annually, or annually (either on the calendar year or the Rotary year) – shall submit a request in writing to the Treasurer. The Treasurer shall present the request for consideration at the next regularly scheduled meeting of the Board.
2. Regardless of the billing cycle, all members shall pay their dues or other account charges in full within thirty (30) days of the date of the invoice on which they first appear.
3. Any member failing to pay dues or other account charges within thirty (30) days after the prescribed time shall be notified in writing by the Secretary at the member's last known email or mailing address. If the dues or account charges are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the Board.
4. 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 will be reinstated to active membership if the former member’s classification is in conflict with Article 11, Section 2 of the Constitution of the Rotary Club of Killeen Heights.

**Section 8** – Unless otherwise approved by the Board of Directors, no member of the Club who is three (3) or more months behind in paying their dues shall be permitted to have optional items billed to them on their monthly statement.

# Article 8

# Method of Voting

**Section 1** – The business of this Club when meeting in Assembly shall routinely be transacted by viva voce vote (defined as when Club voting is conducted by vocal assent).

**Section 2** – The business of the Board shall routinely be transacted by viva voce vote. The Board by majority vote may determine that a specific resolution be considered by written ballot rather than by viva voce vote. Unless otherwise required by these Bylaws or the Rotary International Manual of Procedure, Board actions shall require a simple majority vote of the members of the Board present.

**Section 3** – When circumstances require it, the President may determine that a specific Board action be considered by email vote rather than by via voce vote or written ballot at a regular or special meeting of the Board.

**Section 4** – On a case by case basis, the President may determine that Board members be permitted to cast votes by proxy. In such case, the member being permitted to vote by proxy shall designate in writing (1) the person charged with casting the vote and (2) clearly state which way that person is instructed to vote on each issue being considered.

**Section 5** – Pursuant to Article 15, Section 7 of the Constitution of the Rotary Club of Killeen Heights, the decision of the Board in all Club matters is final, subject only to an appeal to the Club. 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.

# Article 9

# Five Avenues of Service

The Five Avenues of Service, respectively, Club, Vocational, Community, International, and Youth are the philosophical and practical framework for the work of this Club, and ensure that the Club’s service efforts are balanced and working to achieve all aspects of the Object of Rotary. The Club shall set annual goals that address each Avenue of Service.

The Club actively supports The Rotary Foundation by requesting that each member contribute $10 per month to the Annual Fund. This contribution will be included on the member’s monthly billing statement and is tax deductible to the extent allowable by law.

**Article 10**

**Committees**

**Section 1** – Committees. Club committees are charged with carrying out the annual and long-range goals of the Club based on the five Avenues of Service. The President, President-Elect, and Immediate Past President shall work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to foster consistency. The President-Elect is responsible for appointing committee members to fill vacancies, appointing committee chairs not otherwise elected or designated in accordance with these Bylaws; and conducting planning meetings prior to the start of the year in office. It is recommended that the Chair have previous experience as a member of the committee.

**Section 2** – Thirteen (13) standing Club committees may be appointed as follows. Committees 1 through 7 shall be chaired by a Director elected in accordance with Article 4 of these bylaws.

1. **Membership.** Develop and implement a comprehensive plan for the recruitment and retention of members. Consider all proposals for membership from the personal side and shall confirm the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the Board. Oversee membership development and classifications.
2. **Public Relations.** Develop and implement plans to provide the public with information about Rotary; develop close, personal media contacts and working relationships with members of the working press, both print and broadcast; and promote the Club’s service projects and activities.
3. **Club Administration.** Conduct activities associated with the effective operation of the Club.
4. **Service Projects.** Develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries. Consider vocational service, community service and international service avenues when developing plans.
5. **Youth Service.** Recognize the positive changes 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.
6. **The Rotary Foundation.** Develop and implement plans to support The Rotary Foundation through financial contributions and program participation.
7. **Programs Committee.** Develop and coordinate the weekly meeting program / speaker plan in accordance with guidance from the president and Board.
8. **Diversity, Equity, and Inclusion (DEI) Committee.** This committee shall be chaired by the President-Nominee (Vice President) and shall consist of the Directors or a representative from Club Administration, Public Relations, and Membership. The purpose of this committee shall be to develop, coordinate, and execute plans to implement Rotary International’s DEI statement at the club level to ensure RCKH reflects the community we serve by encouraging and supporting members of underrepresented groups to become Rotarians and to assume leadership positions within the club. By fulfilling this task, the DEI committee will make the club more welcoming by being inclusive of all cultures, experiences, and identities. The DEI committee will advise the President and Board of Directors on opportunities to foster greater understanding of DEI issues and will initiate activities to publicly celebrate the diversity of our members and communicate that RCKH is open to all.
9. **Past Presidents Committee.** Consists of all Past Presidents of this Club or any other Rotary Club who are now members of this Club. The purpose of this committee shall be to act in an advisory capacity to the current Club President and Board. It shall be chaired by the Immediate Past President who shall act as the committee's representative on the Board.
10. **Rotarian of the Year Committee.** Consists of all prior Club Rotarians of the Year and shall be chaired by the immediate past recipient. This committee, in selecting a current year's recipient, shall look at the following criteria: near-perfect attendance, participation in Rotary activities year round, and other acts that clearly demonstrate ***Service Above Self****.*
11. **Patsy Long Derr Sustained Service Award Committee.** Consists of all Past- Presidents and shall be chaired by the Immediate Past President and shall consider the following criteria: active, sustained personal involvement and the commitment of personal time, talent and treasure toward helping others through Rotary; exemplary leadership, inspiration and humanitarian service over a period of not less than five years. The award may not be presented annually and will not be given solely in recognition of one’s performance in an elected or appointed Rotary assignment. No more than one award will be made in any given year.
12. **Nominations Committee.** This committee shall be chaired by the President-Elect and shall consist of the President-Nominee (Vice President) plus not less than three other members recruited from the roster of members who (1) are not currently serving on the Board, (2) have been a member of the Club for not less than twenty-four months at the time selected, and (3) have at least 60% attendance at regular meetings. This committee shall meet not later than two months prior to the annual meeting and develop a slate of proposed candidates for officer and director positions. Nominations shall be presented to the Club in accordance with Article 4, Section 1 of these Bylaws.

In selecting officer and director nominees, this committee shall provide for continuity in leadership and project management, including the concept of succession planning, to ensure the adequate development of future leaders and to promote the involvement of all members in service, fellowship, and training. Unless otherwise disqualified, serving Officers shall be afforded an opportunity to advance to a position of increased responsibility leading to becoming Club President. Serving Directors shall be afforded an opportunity to continue in their position for a period up to but not exceeding three years.

1. **Reconciliation Committee.** This committee, to be chaired by the President- Nominee (Vice-President), shall review the reconciliation and tax return prepared by the contracted accounting firm and ensure the annual tax return is provided for the President’s signature. In addition, the committee will review aging and attendance reports monthly, develop communication plans for members with past due accounts and/or attendance issues, and make recommendations to the Board in executive session regarding any termination of memberships for these reasons.

# Section 4 – Conduct of Committees.

1. The President is an ex-officio member of all committees except the Nominating Committee and has all the privileges of membership thereon, including voting, unless specifically provided otherwise by the Board of directors.
2. Each committee shall transact its business as is delegated to it in these Bylaws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made and approved by the Board.
3. Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the Board on all committee activities.

# Article 11

# Duties of Committees

The duties of all committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall make reference to appropriate Rotary International materials.

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, mandates, goals and plans for presentation to the Board in advance of the commencement of the year as noted above.

# Article 12

# Leave of Absence

**Section 1** – Upon written application to the Board, setting forth good and sufficient cause, a temporary leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time not to exceed twelve months. However, if the leave is for a medical reason that extends for more than twelve months such leave may be renewed by the Board for a period of time beyond the original twelve months. Such leave for medical purposes shall not be counted as an absence for purposes of attendance records of the Club. It is not mandatory that a member request a leave of absence in advance of being absent from a Club meeting. Leaves of absence begin on the first day of the month in which they become effective and terminate on the last day of the month in which they end.

**Section 2** – A leave of absence prevents forfeiture of membership due to non-attendance, but it does not give the Club credit for the member’s attendance. In the event that a member who is on Leave of Absence attends a Club meeting, or attends another event authorized by the Board to qualify for attendance credit, the member’s attendance shall not be included in the membership and attendance figures used to compute this Club’s attendance.

**Section 3** – A leave of absence does not relieve the member from the requirement to pay dues. However upon written application to the board, the board has the authority to reduce the dues in accordance with Article 7, section 5.

# Article 13

# Finances

**Section 1** – Prior to 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. At a regular meeting held not later than fourteen calendar days prior to the last meeting of the Rotary year, the President-Elect shall present the budget to the club for review and approval. The budget shall be accounted for via three sections in the budget, (1) Club Operations, (2) Club Avenues of Service, and (3) Pass thru Income and Expenses.

**Section 2** – No member of the Club shall be authorized to commit Club funds for any expense not previously approved by the Board. If such commitment occurs, the Club is under no obligation to honor this commitment.

**Section 3** – The Treasurer shall deposit all Club funds in a bank named by the Board.

**Section 4** – All bills exceeding $1,000, except those paid in the ordinary course of business (such as normal Club meals and R.I. dues) may be paid by debit card or checks signed by two authorized officers or after approval by the Board; the Treasurer not being one of those two persons.

**Section 5** – The Board has the authority to enter into an agreement with a commercial firm to maintain club accounts. If such a firm is hired it shall, at the end of the Club year, perform a reconciliation of all cash accounts and other agreed upon procedures to assure a sound fiscal position is maintained by the Club. The firm will report its findings to the Board as soon as possible after the year end.

**Section 6** – Officers or Directors having charge or control of Club funds shall give bond as required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

**Section 7** – The fiscal year of this Club shall extend from 1 July to 30 June. The payment of per capita dues and Rotary International official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates. The payment of Rotary International general liability insurance fees, District 5870 per capita dues, and member support for the Council on Legislation shall be made on 1 July of each year on the basis of the membership of the Club on that date.

# Article 14

**Method of Electing Members**

**Section 1** – The name of a prospective member, proposed by a member (other than honorary) of the Club, shall be submitted through the Membership Director to the Board on the Membership Proposal Form that is available for download on the RCKH website (www.khrotary.org).

**Section 2** – Transferring or Former Rotarian. A member may propose to active membership a transferring member or former member of a Club. The transferring or former member may also be proposed by the former Club. The admission of a transferring or former Rotarian as an Active member pursuant to this section shall be contingent upon receiving a certificate from the Board of the former Club confirming the prospective member’s prior membership in that Club and that he or she was in good standing financially. The transferring or former members changing Clubs shall be asked to provide a letter of recommendation from their previous Club.

1. A proposal to readmit a former member of the RCKH or another Club shall not be considered until such time that any indebtedness to their former Club, including any amount previously written off upon departure, has been paid in full.
2. Former members must present written proof that no money is owed to their prior Club.
3. This Club shall provide a statement whether money is owed to this Club when requested by another Club with respect to a current or former member of this Club being considered for membership in the other Club.
4. The proposal shall be kept confidential except as otherwise provided in this procedure. Once proposed, and if lacking a sponsor, the Membership Committee shall recruit a sponsor for a transferring or former member.

**Section 3** – The Board shall ensure that the proposal meets all the classification and membership requirements of the Constitution of the Rotary Club of Killeen Heights.

**Section 4** – The Board shall approve or disapprove the proposal within seven days of its submission, and shall notify the proposer, through the Membership Director, of its decision.

**Section 5** – 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 be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.

**Section 6** – 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 approved for membership.

**Section 7** – If any such objection has been filed with the Board, it shall vote on this matter at its next regular meeting.

1. The consideration of objections shall be conducted in closed session.
2. Objections shall contain enough specifics for the Board, following the tenets of the Four Way Test, to make a reasonable determination of qualification and fitness.
3. While the objector and proposer may ask, or be asked, to speak, neither has an inherent right to serve as an advocate, nor to present, confront, or cross-examine anyone presenting information to the Board.
4. The specifics of all objections shall be kept confidential and there is no right to public disclosure of objection letters, or the nature of Board deliberations, by any one.

If not to exceed one negative vote is cast by the members of the Board in attendance at a regular Board meeting, the proposed member, upon payment of the admission fee in accordance with Article 7, Section 1, shall be considered to be elected to membership. If two or more negative votes are cast by members of the Board, the proposed membership shall be considered denied.

**Section 8** – Individuals may be proposed for membership only once a year (1 July through 30 June).

**Section 9** – Following the approval, the Membership Director shall arrange for the new member and his or her sponsor to attend an orientation. Following completion, the Membership Director 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 Membership Director will provide a copy of the Blue Badge Checklist. New members are expected to complete this checklist and return it to the Membership Director within 90-days.

**Section 10** – The Club may elect, in accordance with the Constitution of the Rotary Club of Killeen Heights, honorary members proposed by the Board.

**Article 15**

**Resolutions**

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.

# Article 16

# Conduct of Business

**Section 1** – At a Club meeting, the following items are suggested, in any order the presiding official deems appropriate:

1. Meeting called to order.
2. Invocation and Pledge of Allegiance to the US flag.
3. Introduction of visitors.
4. Correspondence, announcements and Rotary Information.
5. Address or other program features.
6. Adjournment.

**Section 2** - At a Board meeting, the following items are suggested, in any order the presiding official deems appropriate:

1. Meeting called to order.
2. Approval of minutes.
3. Treasurer’s Report and Approval.
4. Officers and Directors Reports.
5. Committee Reports.
6. President’s Remarks.
7. New business.
8. Adjournment

**Article 17**

**Conflict of Interest**

**Section 1 -** Applicability

This policy on Conflicts of Interest applies to all members of the Rotary Club of Killeen Heights and Satellite Club. As used hereinafter, the term “Member” or “Members” refers to any such person or persons. The term “Club” shall be understood to include both the Rotary Club of Killeen Heights and the Satellite Club of the Rotary Club of Killeen Heights.

**Section 2 -** Purpose

The Conflicts of Interest Policy is designed to preclude even the appearance of any impropriety as to Member action, thus assuring continued confidence by Rotarians. Similar to the policy against the promotion of religious, political, or individual business interests, the Conflicts of Interest Policy prohibits the inappropriate solicitation of funds or influence during the course of Rotary meetings and events.

**Section 3 -** Statement of Policy

Members shall review the Conflicts of Interest policy annually.

No Member shall use his or her position, or the knowledge gained therefrom, in such a manner that a conflict arises between the Member’s personal interests and the interests of this Club. Each member has a duty to place the interest of the Club foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of this policy.

The solicitation of funds for non-Rotary organizations is considered personal business.

The conduct of personal business between a Member and the Club is permitted only after full disclosure has been made and the Club’s Board of Directors agree that no conflict exists.

If a Member, or a Member’s non-Rotary organization, has a financial interest in a proposed transaction with the Club, the Member must make full disclosure of such interest to the Club’s Board of Directors before any discussion or negotiation of such transaction. If a Member is aware that another Member has an undisclosed potential conflict of interest in a proposed transaction to the Club, he or she must inform the Board of Directors as soon as possible.

A proposed transaction covered by this conflicts of interest policy shall include any proposed decision by the Members, which if adopted, could affect the financial interests of a Member or a member of the Member’s family, or an organization in which the Member is a trustee, director, owner or officer.

Any member who is aware of a potential conflict of interest with respect to any matter coming before the Club may be excused by the Board of Directors, and if so excused, shall not be present for any discussion of or vote in connection with the matter. Any member who is aware of a potential conflict of interest with respect to any matter coming before the Club shall not cast a vote in connection with the matter. The existence and nature of the potential conflict of interest shall be recorded in the minutes of the meeting.

Each member must disclose any family or business relationship that he or she has with another Member or the Club.

Members will prohibit and restrict the disclosure, communication, and utilization of confidential information. As part of their duty of loyalty, Members should utilize this information only for intended purposes, never for personal ones, and take precautions against accidental disclosure.

Possible conflicts of interest may arise when a Member is considering business in which funds will be paid to another; a goods and/or services provider owned or managed by a Member, Honorary Member, Member’s spouse, lineal descendants (child or grandchild by blood, legal adoption, or marriage without adoption), spouses of lineal descendants, and ancestors (parent of grandparent by blood), or employees of agencies, organizations, or institutions partnering with the Club. Examples of business relationships that may require further review to confirm that a Member conflict of interest does not exist include business transactions with a partner nongovernmental organization, goods or services provider, insurance company, travel agency, shipping agency, study institution, language skills testing firm, etc.

# Article 18

# Amendments

These Bylaws may be amended at any regular meeting, a quorum being present, by the affirmative vote of ~~a~~ two-thirds vote of all members present and voting, provided that notice of such proposed amendment shall have been either provided to or mailed to each member at least ten (10) days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Constitution of the Rotary Club of Killeen Heights, the current Rotary International Manual of Procedure, and with the Constitution and Bylaws of Rotary International.