

Bylaws of the Rotary Club of Killeen Heights – August 2024

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**Bylaws of the Rotary Club of Killeen Heights
August 2024**

**Article 1
Definitions**

1. Bylaws: The bylaws of this Club.
2. Club: The Rotary Club of Killeen Heights (“Club”).
3. Satellite Club: The Rotary Satellite Club of Killeen Heights (“SC”).
4. Board: The board of directors of this club.
5. Officer: An executive member of the Club’s Board of Directors
6. Director: A non-executive member of the Club’s Board of Directors.
7. Member: A member, other than an honorary member, of the Club.
8. RI: Rotary International.
9. Year: The 12-month period beginning on 1 July and ending on 30 June.
10. Committee: Shall include subcommittees when appropriate.
11. Mail: Shall include electronic mail when appropriate.
12. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the Club’s members for club decisions and a simple majority of the Directors for Club Board decisions.

**Article 2
Membership Categories**

Section 1 - Active Membership. A person possessing the qualifications in Article 4, Section 2(a) 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 – Members of a Satellite Club of this Club shall also be members of this Club until the Satellite Club is admitted to RI membership as a standalone Rotary Club.

Section 4—Rule of 85 Membership. A Member whose aggregate age and years of membership in one or more clubs are 85 years or more and who has been a member of one or more clubs for at least 20 years may request Rule of 85 status

from the Board. Rule of 85 status grants the Member certain attendance and dues allowances as outlined in Article 7, Section 4 of these Bylaws.

Article 3 Board of Directors

Section 1 - The Club's governing body shall be a Board consisting of members of the Club elected per Article 4, Section 1, of these Bylaws. The officers shall be President, President-Elect, President-Nominee, 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. The Board will also include an Executive Secretary as an ex-officio non-voting member.

Section 2 - The Satellite Club's governing body shall be a Board consisting of members of the SC elected per Article 4, Section 1, of these Bylaws. The highest officer of the SC 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. The SC board shall be responsible for the day-to-day organization and management of the SC and its activities per 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 Elections and Terms of Office

Section 1 – At an annual meeting held not later than **fourteen calendar days** before the last meeting of the calendar year for the election of officers and directors, the presiding officer shall ask for nominations for officers and directors. Nominations shall be presented by the President-Elect, Nominations Committee, or by members from the floor. The nominations duly made shall be voted for during the last meeting of the calendar year.

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 vote of the Club will determine a replacement President.

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 vote of the Club will determine a replacement President-elect.

Section 4 – The terms of office for all Board members shall be one year. The term of office for a Club President is specified as one year in the Standard Rotary Club Constitution. When a successor is not elected, the current President's term can be

extended for up to one year.

Section 5 – Each officer and director shall be a member in good standing of this Club.

Section 6 – The Club President and Satellite Club Chair:

(a) Must have served as a Board member in this Club for at least one year before being nominated for such office. The District Governor may make an exception for the Club President, and the Club President may make an exception for the SC Chair to satisfy the intent of this requirement.

(b) Must 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-Elect) or Club President (Chair-Elect) and

(2) the District Club Leader Training unless excused by the Governor-Elect (President-Elect) or Club President (Chair-Elect). If so excused, the President-Elect shall send a designated Club representative to report to the President-Elect.

(c) Shall possess the ability to assume the club's leadership and possess the members' esteem and confidence.

(d) Be prepared to give the time and effort necessary to lead and carry on the Club's work.

(e) Shall have served in successive leadership positions on the Board that provide a thorough apprenticeship for the presidency (President only).

(f) Should have attended one or more District Conferences of Clubs (President only).

(g) Must have a working knowledge of the Club's Constitution and Bylaws, and of the Rotary International Manual of Procedures.

Section 7 - Club Leader Training. All incoming officers and directors of the Club will attend the District Club Leader Training before assuming their office unless excused by the President-Elect.

Section 8 – Rotary Online Learning Center. All incoming officers and directors of the Club will take the courses appropriate for their position in the Rotary Online Learning Center, available on MyRotary.org.

Section 9 – District Training Opportunities. All incoming officers and directors of the Club should take District training opportunities appropriate for their position (as

available). The District calendar found on rotarydistrict5870.org lists the available training opportunities.

Section 10 – If the President-Elect does not attend the Presidents-Elect Training Seminar and the District Club Leader Training 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 to serve as Club President until a successor who has attended a Presidents-Elect Training Seminar and District Club Leader Training or other training deemed sufficient by the District Governor has been duly elected.

Article 5 Duties of Rotary Club Officers

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

Section 2 - Immediate Past President. Work with the President and President-Elect to ensure continuity of leadership for Club functions and activities that occur continuously, such as supporting the Rotary Foundation and the annual fundraising event.

Section 3 - President-Elect: In the President's absence, the President-Elect will preside at meetings of the Club and the Board, chair the Nominations Committee, and perform other duties as prescribed by the President or the Board. Plan and conduct the Club's annual fundraiser.

Section 4 - President-Nominee: 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 President-Nominee. The President-Nominee 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 5 – Secretary: Maintain membership records; distribute notices of Club, Board and committee meetings; record and preserve the minutes of such meetings and publish them to the club's website within 30 days of approval of the minutes; report changes in membership; preside at meetings of the Club and the Board in the absence of the President, President-Elect and President-Nominee; perform other duties as usually pertain to the office of Secretary.

Section 6 – 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 monthly; 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. Submit prorated dues reports to Rotary International on 1 January and 1 July of each year. Upon retirement from office, turn over all funds, books of accounts, or any other Club property to the incoming Treasurer or the President.

Section 7 - Sergeant-at-Arms: This position serves as the club's parliamentarian, oversees the setup of facilities for Club meetings, and performs other duties as may be prescribed by the President or the Board.

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.

Section 9 – Executive Secretary: The Executive Secretary is an ex-officio non-voting member of the Board whose primary function is to advise and assist the Officers and Directors in performance of their duties. Based on the expected scope of knowledge of the Executive Secretary, it is preferable to have a Past President serve in this position. The Executive Secretary must be proficient in the use of MyRotary and ClubRunner. Specific responsibilities include assisting the President and Treasurer in preparing the annual budget; leading the update of Club governance documents; and manage the Club's 4-Way Test Coin program.

Article 6 Meetings

Section 1 – Annual Meeting. An annual meeting of the Club shall be held no later than the last meeting of the calendar year, when the election of Officers and Directors to serve for the ensuing year shall occur.

Section 2 - Club Assemblies. The Club will hold a minimum of three assemblies each year: the first meeting of the Rotary Year, where the President and Board present their plan and goals; the first meeting of the Calendar Year, where the President and Board provide a mid-year update; and the last meeting of the Rotary Year, where the President and Board provide a "Year in Review" report.

Section 3 – Regular Meetings.

(a) The club's regular weekly meeting shall be held on Friday at 7:00 AM.

(b) The Club will hold cluster meetings twice annually – one in the Fall and one in the Spring. These meetings will be at 7 AM on Friday in lieu of a regular meeting, and will be held at an alternate meeting location. The President may direct the topic(s) of the cluster meetings, but these meetings are generally held to allow members to get to

know each other better in a small group setting.

(c) 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 4 – Members are requested to:

(a) 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

(b) Attend at least 30 percent of the Club's regular meetings or engage in Club projects and/or other events and activities each half of the year.

(c) 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 – Leave of Absence

(a) 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 beyond the original twelve months. A member doesn't need to request a leave of absence before being absent from a Club meeting. Leaves of absence begin on the first day of the month they become effective and terminate on the last day of the month in which they end.

(b) 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 per Article 7, section 4 of these bylaws.

Section 6 – One-third of the membership shall constitute a quorum at the annual and regular meetings of the Club.

Section 7 - The board's regular meetings are held monthly. The club President may call special meetings whenever deemed necessary or upon the request of two Officers or Directors, due notice having been given.

Section 8 – A simple majority of the officers and directors shall constitute a quorum of the Board.

Section 9 – 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 13, Section 2 of these Bylaws. Written minutes will be prepared for all Board meetings and available to members within 30 days of approval.

Article 7 Fees, Dues, and Contributions

Section 1 – Admission Fee.

(a) Every member shall pay an admission fee of \$100.

(b) 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.

(c) A Rotaractor who ceased to be a member of Rotaract within the preceding two years and who has been 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 \$55 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 fund the Club's operating expenses as approved annually by the Board. Two Rotarians residing at the same address can subscribe jointly to the official magazine.

Section 3 – Rule of 85.

(a) The dues for members who have been approved for the Rule of 85 under the provisions contained in Article 10, Section 5(b) of the Constitution of the Rotary Club of Killeen Heights shall be set by the Board. This amount will be \$35 per month. It 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.

(b) Club members eligible for Rule of 85 before 1 September 2024 are grandfathered at \$25 monthly.

Section 4 - Leave of Absence. Upon approving a Leave of Absence request, the Board has the authority to reduce the dues of a member on leave of absence to \$35.

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 5 – Rotary Foundation's Annual Fund. The Club actively supports The Rotary Foundation by requesting that each member contribute \$10 monthly to the Annual Fund. This contribution will be included on the member's monthly billing statement and is tax-deductible to the extent the law allows.

Section 6 – Unless otherwise approved by the Board, members will be billed monthly. Member bills will include fees, dues, contributions, and any charges to member accounts.

(a) 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.

(b) 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.

(c) Any member failing to pay 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 account charges are not paid on or before ten (10) days of the date of notification, the Board may terminate the member.

(d) The Board may reinstate the former member upon the former member's petition and payment of all indebtedness to the Club. However, no former member will be reinstated to active membership if the former member's classification conflicts with Article 9, Section 1 of the Constitution of the Rotary Club of Killeen Heights.

Section 8 – Unless otherwise approved by the Board, 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 Board members present.

Section 3 – When circumstances require it, the President may determine that a specific Board action be considered by email vote rather than by viva 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 can vote 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 – According to Article 11, Section 3 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 before the meeting. If an appeal is taken, the action taken by the Club shall be final.

Article 9 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 per these Bylaws, and conducting planning meetings before the start of the year in office. It is recommended that the Chair have previous experience as a committee member.

Section 2 – Thirteen (13) standing Club committees may be appointed as follows. Committees (a) through (g) shall be chaired by a Director elected per Article 4 of these bylaws.

(a) **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.

(b) **Public Image.** Develop and implement plans to inform the public about Rotary; develop close, personal media contacts and working relationships with working press members, both print and broadcast; and promote the Club's service projects and activities. Manage the Club website and social media platforms.

(c) **Club Administration.** Develop recommendations for club members for presentation of individual awards such as the Avenues of Service Citation and the District 5870 Roll of Fame; prepare and submit all necessary paperwork in a timely manner. In coordination with the President and President-Elect, plan and conduct the annual Club Installation ceremony. Develop the annual calendar of events, including regular meetings (in coordination with programs chair, President, and board members) and special, social and district events of interest. Ensure calendar is updated and maintained on the Club website. Promote fellowship among club members by organizing and conducting periodic club social activities; plan a club activity that supports the Family of Rotary concept.

(d) **Service Projects.** Develop and implement educational, humanitarian, and vocational projects that address our community's needs. Consider vocational, community, and international service avenues when developing plans. Plan service projects that cover as many Areas of Focus as possible and provide a wide range of opportunities for our Rotarians. Consider Global Grant project opportunities in conjunction with the Club Rotary Foundation Chair. Ensure our completed projects are entered into the Rotary Service Project Center (formerly "Rotary Showcase") on MyRotary.

(e) **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. Supervise the Club's participation in RYLA and Youth Exchange. Manage the Club's annual scholarship program. Coordinate the "Adopt-a-School" program.

(f) **The Rotary Foundation.** Develop and implement plans to support The Rotary Foundation through financial contributions and program participation.

(g) **Programs Committee.** Under the guidance of the President and Board, develop and coordinate the weekly meeting program/speaker plan and manage the speaker honorarium program.

(h) **Diversity, Equity, and Inclusion (DEI) Committee.** The President-Nominee shall chair this committee. It shall consist of the Director or other representative from the Club Administration, Public Image, and Membership committees. This committee shall 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 a greater understanding of DEI issues. It will initiate activities to publicly celebrate the diversity of our members and communicate that RCKH is open to all.

(i) **Past Presidents Committee**. This includes 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 will act as the committee's representative on the Board.

(j) **Rotarian of the Year Committee**. Consists of all prior Club Rotarians of the Year and shall be chaired by the immediate past recipient. In selecting a current year's recipient, this committee shall look at the following criteria: participation in Club meetings, service projects, socials, training opportunities, District activities, and other acts that demonstrate ***Service Above Self***.

(k) **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 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.

(l) **Nominations Committee**. The President-Elect shall chair this committee. It will consist of the President-Nominee plus not less than three other members recruited from the roster of members who (1) are not currently serving on the Board and (2) have been a member of the Club for not less than twenty-four months at the time selected. This committee shall meet not later than two months before the annual meeting and develop a slate of proposed candidates for officer and director positions. Nominations shall be presented to the Club per Article 4, Section 1 of these Bylaws.

In selecting Officer and Director nominees, this committee shall provide continuity in leadership and project management, including 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 allowed to advance to a position of increased responsibility leading to becoming Club President. Serving Directors shall be allowed to continue in their position for up to but not exceeding three years.

(m) **Reconciliation Committee.** This committee, to be chaired by the President-Nominee, 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 reports monthly, develop communication plans for members with past due accounts, and make recommendations to the Board in executive session regarding any termination of memberships for these reasons.

Section 3 – Conduct of Committees.

(a) The President is an ex-officio member of all committees except the Nominating Committee and has all membership privileges thereon, including voting, unless expressly provided otherwise by the Board of Directors.

(b) Each committee shall transact its business as is delegated to it in these Bylaws and such additional business as may be referred to by the President or the Board. Except where the Board gives special authority, such committees shall not take action until a report has been made and approved by the Board.

(c) Each chair shall be responsible for the committee's regular meetings and activities, supervise and coordinate the committee's work, and report to the Board on all committee activities.

(d) Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during 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 before the start of the new Rotary Year.

Article 10 Finances

Section 1 – Before the beginning of each Rotary Year, the Board must prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenses for these purposes, unless otherwise ordered by action of the Board. At a regular meeting not later than fourteen calendar days before the last meeting of the Rotary Year, the President-Elect shall present the budget to the Club for review. The Club must vote to approve the proposed budget no later than the last meeting of the Rotary Year. The budget shall be accounted for via three categories: (1) Club Operations, (2) Club Avenues of Service, and (3) Pass through Income and Expenses.

Section 2 – The Board of Directors may reallocate funds not to exceed \$3,000 across Club Operations categories or from retained earnings to Club Operations or Club Avenues of Service without bringing the action before the Club for a vote. The reallocation of funds over \$3,000 must be presented to the Club for approval. Under

no circumstances may funds be reallocated between Club Operations and Club Avenues of Service, as this has the potential to create issues with the Club's tax exemption.

Section 3 – No member of the Club may commit Club funds for any expense not previously approved by the Board. If such a commitment occurs, the Club is not obligated to honor it.

Section 4 – The Treasurer shall deposit all Club funds in a bank named by the Board.

Section 5 – All bills exceeding \$1,000, except those paid in the ordinary course of business (such as 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, with the Treasurer not being one of the two persons.

Section 6 - The Board has the authority to hire a commercial firm to maintain club accounts. If such a firm is hired, at the end of the Club year, it shall reconcile all cash accounts and other agreed-upon procedures to ensure the Club maintains a sound fiscal position. The firm will report its findings to the Board as soon as possible after the year ends. If a firm is not hired, a qualified person must conduct a thorough annual review of all financial transactions and report the results to the Club.

Section 7 - Officers or Directors having charge or control of Club funds shall give bond as required by the Board for the safe custody of the Club's funds, the cost of which shall be borne by the Club.

Section 8 – The fiscal year of this Club is 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 based on 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 based on the membership of the Club on that date.

Section 9 - Club members will receive an annual statement of the Club's finances. A mid-year financial report, with current and previous year income and expenses, will be presented at the annual meeting.

Article 11 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 to the Board through the Membership Director on the Membership Proposal Form, which is available for download on the RCKH website (www.khrotary.org).

Section 2 – Former Rotarian. A member may propose to active membership a former

member of another Club. The former Club may also propose a former member. The admission of a 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 former members changing Clubs shall be asked to provide a letter of recommendation from their previous Club.

(a) A proposal to readmit a former member of the RCKH or another Club shall not be considered until any indebtedness to their former Club, including any amount previously written off upon departure, has been paid in full.

(b) 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 former member wishing to join the Club.

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 notify the proposer, through the Membership Director, of its decision.

Section 5 - If the Board's decision is favorable, the prospective member will be informed of Rotary's purposes and the privileges and responsibilities of membership. Then, the prospective member will be requested to sign the membership proposal form and permit his or her name and proposed classification to be presented to the Club for vote.

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, the Board will vote on the matter at its next regular meeting.

(a) Consideration of objections will be conducted during the executive session.

(b) Objections shall contain enough specifics for the Board, following the tenets of the Four Way Test, to reasonably determine qualification and fitness.

(c) 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.

(d) 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 anyone.

(e) If the members of the Board cast no more than one negative vote in attendance at a regular Board meeting, the proposed member, upon payment of the admission fee per Article 7, Section 1, shall be considered elected to membership. If members of the Board cast two or more negative votes, 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 the member with a copy of the Blue Badge Checklist. New members must complete this checklist and return it to the Membership Director within 90 days. Sponsors should track their candidate's Blue Badge progress in ClubRunner.

Section 10 – The Club may elect Honorary members proposed by the Board, per the Constitution of the Rotary Club of Killeen Heights.

Article 12 Resolutions

The Club shall not consider any resolution or motion to commit the Club to any matter until the Board has considered it. If offered at a Club meeting, such resolutions or motions shall be referred to the Board without discussion.

Article 13 Conduct of Meetings

Section 1 – Club Meetings. The recommended agenda for Club meetings includes:

- (a) Calling the meeting to order.
- (b) Invocation and Pledge of Allegiance to the US flag.
- (c) Introduction of visitors.
- (d) Correspondence, announcements, and Rotary Information.
- (e) Address or other program features.

(f) Adjournment.

Section 2 – Board Meetings. The recommended agenda for Board meetings includes:

(a) Calling the meeting to order.

(b) Approval of minutes.

(c) Treasurer’s Report and Approval.

(d) Officers and Directors Reports.

(e) Committee Reports.

(f) President’s Remarks.

(g) New business.

(h) Adjournment.

Article 14 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, “Member” or “Members” refers to any such person. The term “Club” shall include 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 regarding 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 Rotary meetings and events.

Section 3 - Statement of Policy

(a) Members shall review the Conflicts of Interest policy annually.

(b) 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.

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

(d) The conduct of personal business between a Member and the Club is permitted only after full disclosure and the Club's Board of Directors agree that no conflict exists.

(e) If a Member, or a Member's non-Rotary organization, has a financial interest in a proposed transaction with the Club, the Member must fully disclose such interest to the Club's Board of Directors before discussing or negotiating 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.

(f) A proposed transaction covered by this 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.

(g) Any member aware of a potential conflict of interest concerning 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 aware of a potential conflict of interest concerning 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 meeting minutes.

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

(i) Members will prohibit and restrict confidential information disclosure, communication, and utilization. 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.

(j) Possible conflicts of interest may arise when a Member is considering a 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 or 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's 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 15 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 twenty-one (21) 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 the Constitution and Bylaws of Rotary International.