

BYLAWS OF
THE ROTARY CLUB OF GOLDEN, COLORADO

Adopted November 15, 2011

ARTICLE I
Definitions

1. Board: The Board of Directors of the Club
2. Club: The Rotary Club of Golden, Colorado
3. Director: A member of the Club's Board of Directors
4. Officers: The Club President, Immediate Past President, President-Elect, Vice President, Secretary, Treasurer, and Sergeant-at-Arms
5. Member: A Member, other than an honorary member, of the Club
6. RI: Rotary International
7. Year: The twelve-month period beginning July 1

ARTICLE II
Board of Directors

Section 1 - *The Board*. The governing body of the Club shall be the Board of Directors, consisting of no fewer than eleven (11) Members of the Club, including, at a minimum, five (5) Directors who have been elected in accordance with Article III of these Bylaws. The President shall appoint a Sergeant-at-Arms who, at the discretion of the Board, may serve as a member of the Board. Additional Members may be appointed to the Board at the discretion of the existing Board.

Section 2 - *Officers*. The Club Officers shall be a President, the Immediate Past President, a President-Elect, and Vice-President, all of whom shall be members of the Board; and a Secretary, a Treasurer, and a Sergeant-at-Arms, who may or may not be members of the Board, as the Bylaws shall provide.

Section 3 - *Vacancy on Board*. A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

Section 4 - *Vacancy of Director-elect*. A vacancy in the position of any Director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

ARTICLE III
Election of Directors and Officers

Section 1 - *President-Elect and Secretary*. At the regular meeting one (1) month prior to the Annual Meeting, the President shall ask for nominations by Members of the Club for President-Elect and Secretary. Any such nominations shall be voted on at the Annual Meeting.

Section 2 - *Nominating Committee*. The President shall appoint a Nominating Committee comprised of the Club President, President-Elect, one (1) past President, and two (2) Club members. The Nominating Committee's job shall be to identify a nominee for the position of President-Elect and a nominee for the position of Secretary for presentation to the Club membership for ratification.

Section 3 - *Election*. Additional nominations for President-Elect and Secretary shall also be accepted from the Club Members at the Annual Meeting. If no nominations are made by the Club Members, a motion to elect by acclamation the nominees selected by the Nominating Committee shall be entertained, which shall be subject to approval by voice vote. However, if one (1) or more nominations are made from the floor, or, if there is otherwise more than one (1) nominee for a position, the election of the President-Elect and Secretary shall be by secret ballot, with the candidates receiving the most votes (for each respective position) being elected (in the event of a tie vote upon secret ballot, the tie shall be broken by a majority vote by secret ballot of the Board who were in office immediately before the Annual Meeting).

Section 4 - *Criteria of President-Elect*. The Nominating Committee may use the following criteria, in its discretion, in selecting a nominee for the position of President-Elect and a nominee for the position of Secretary:

- (a) the candidate has consistently participated in Club events;
- (b) the candidate is a Club Member in good standing and, in the Nominating Committee's opinion, the candidate has demonstrated an understanding and appreciation for the Club's history, culture, and mission, as well as the role of RI;
- (c) the candidate must be a current or former member of the Board;
- (d) the candidate must be a current or former chairperson of a Club committee; and
- (e) the candidate possess qualities which, in the Nominating Committee's opinion, will allow him or her to be a successful and efficient President; such qualities may include, without limitation, prior success demonstrating strong managerial and leadership skills.

Section 5 - *President-Elect*. The President-Elect so elected shall serve as a member of the Board as President-Elect 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 the year of service on the Board as President-Elect.

Section 6 - *President-Elect's Cabinet*. At a regular meeting not later than May 15, the President-Elect, as determined in accordance with this Section, shall present his or her nominations for Vice-President, Treasurer, and the Chairpersons of the Club Committees described herein (Club Service, Vocational, Community, International, New Generations, The

Rotary Foundation, Public Relations, Membership, and Club Administration) for the subsequent year. Additional nominations may be made by the Club Members from the floor. Nominations will then be voted upon. The Committee Chairpersons so elected shall serve as Board Member during the subsequent year.

ARTICLE IV **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 duties as ordinarily pertain to the office of President.

Section 2 - *Immediate Past-President*. The duties of the Immediate Past President shall be as are usually prescribed for such office and such other duties as may be described by the President of the Board.

Section 3 - *President-Elect*. It shall be the duty of the President-Elect to serve as a member of the Board of Directors of the Club and to perform such other duties as may be prescribed by the President of the Board. The President-Elect shall preside at meetings of the Club and Board in the absence of the President and to perform such other duties as ordinarily pertain to the office.

Section 4 - *Vice-President*. It shall be the duty of the Vice-President to preside at the meetings of the Club and Board in the absence of both President and President-Elect and to perform such other duties as ordinarily pertain to the office of Vice-President.

Section 5 - *Secretary*. It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Board, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International as of January 1 and July 1 of each year, and including prorated reports to the General Secretary on October 1 and April 1 of each active member who has been elected to membership in the Club since the start of the July or January semi-annual reporting period, the report of changes in membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at Club meetings, which shall be made to the district governor by such dates as specified by the district governor, and perform such other duties as usually pertain to the office of Secretary.

Section 6 - *Treasurer*. It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Club and at any other time upon demand by the Board, and to perform such other duties as pertain to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property.

Section 7 - *Sergeant-at-Arms*. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the President of the Board.

ARTICLE V
Meetings

Section 1 - *Annual Meeting*. An annual meeting of the Club shall be held not later than December 31st of each year, at which time the election of Officers to serve the ensuing year shall take place, in accordance with Article III.

Section 2 - *Weekly Meeting*. The regular weekly meetings of the Club shall be held on Tuesdays at 7:15 a.m. or at such other days and/or times as may be determined by the Board. Due notice of any changes in or cancelling of the regular meeting shall be given to all Members of the Club. All Members, except an Honorary Member (or member excused by the Board of Directors of this Club, pursuant the Constitution of the Rotary Club of Golden, Colorado) in good standing in the Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the Member's being present for at least fifty percent (50%) of the time devoted to the regular meeting, either at the Club or at any other Rotary club.

Section 3 - *Quorum*. One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of the Club.

Section 4 - *Board Meetings*. The Board shall meet monthly, at a date and location to be determined by the President and/or the Board. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

ARTICLE VI
Fees and Dues

Section 1 - *Admission Fee*. The admission fee shall be set at an amount to be determined from time to time by the Board, to be paid before the applicant can qualify as a Member.

Section 2 - *Membership Dues*. The membership dues shall be set at a per annum level as determined from time to time by the Board, payable quarterly not later than the last day of the months of January, April, July, and October, with the understanding that a portion of each quarterly payment as established by RI shall be applied to each member's subscription to The Rotarian magazine.

ARTICLE VII
Method of Voting

The business of the Club shall be transacted by a *viva voce* (voice vote) except the elections of Officers and Directors, which may be by ballot at the discretion of the Board.

ARTICLE VIII
Committees

Section 1 - *Standing Committees*. The President shall, subject to the approval of the Board, appoint the following standing committees:

- (a) Club Service
- (b) Vocational Service
- (c) Community Service
- (d) International Service
- (e) Rotary Foundation
- (f) New Generations
- (g) Public Relations
- (h) Membership
- (i) Club Administration

1. The President shall, subject to the approval of the Board, also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, International Service, Rotary Foundation, New Generations, Public Relations, Membership, and Club Administration as is deemed necessary.

2. Where feasible and practicable in the appointment of Club committees, there should be provision for continuity of membership, either by appointing one (1) or more Members for a second term or by appointing one (1) or more Members for a two (2) year term.

3. The President shall be *ex officio* member of all committees and, as such, shall have all the privileges of membership thereof.

4. The President may appoint one (1) or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all of the Vocational Service, Community Service, New Generations, or International Service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one (1) or more Members for a second term or by appointing one (1) or more Members to two (2) year terms.

Section 2 - *Club Service Committee*. This committee shall devise and carry into effect plans which will guide and assist the Members of the Club in discharging their responsibilities in matters relating to Club Service, which may include, but not be limited to, encouraging attendance at meetings of the Club, the District, and RI; promoting acquaintance and friendship among Members, and participation in organized Rotary activities; preparing and arranging programs for Club meetings; and maintaining and properly displaying the banners, flags, and awards belonging to the Club. The chairperson of the Club Service committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committee appointed on particular phases of Club Service.

Section 3 - *Vocational Service Committee*. This committee shall devise and carry into effect plans which will guide and assist the Members of the Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairperson of this committee shall be responsible for the Vocational Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

Section 4 - *Community Service Committee*. This committee shall devise and carry into effect plans which will guide and assist the Members of the Club in discharging their responsibilities in their community relationships. The chairperson of this committee shall be responsible for the Community Service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Community Service.

Section 5 - *International Service Committee*. This committee shall devise and carry into effect plans which will guide and assist the Members of the Club in discharging their responsibilities in matters relating to International Service. The chairperson of this committee shall be responsible for the International Service activities of the Club and shall be appointed on particular phases of International Service.

Section 6 - *New Generations*. This committee shall devise and carry into effect plans which recognize the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster World peace and cultural understanding. The chairperson of this committee shall be responsible for the New Generations activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of New Generations.

Section 7 - *Rotary Foundation Committee*. This committee shall devise and carry into effect plans which will guide and assist the Members of the Club in understanding and contributing, as appropriate, to the Rotary Foundation. The chairperson of this committee shall be responsible for the recruitment of Paul Harris Fellows and Foundation Permanent Fund Benefactors, and for the continuing education of members of the club in history, structure, contributions, and services of the Foundation.

Section 8 - *Public Relations Committee*. This committee shall develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities. The chairperson of this committee shall be responsible for all Public Relations activities of the Club.

Section 9 - *Membership Committee*. This committee shall develop and implement a comprehensive plan for the recruitment and retention of Members. The chairperson of this committee shall be responsible for all Membership activities of the Club.

Section 10 - *Club Administration Committee*. This committee shall conduct activities associated with the effective operation of the Club. The chairperson of this committee shall be responsible for all administrative activities of the Club.

ARTICLE IX
Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted by the Board excusing a Member from attending the meetings of the Club for a specified length of time. Such leave may, at the discretion of the Board, include a reduction in quarterly dues.

ARTICLE X
Finances

Section 1 - *Deposit*. The Treasurer shall deposit all funds of the Club in some bank to be named by the Board.

Section 2 - *Payment of Bills*. All bills shall be paid only by checks signed by the Treasurer. An audit of all of the Club's financial transactions by an *ad hoc* committee of Members appointed by the President shall be conducted from time to time as directed by the Board.

Section 3 - *Bond*. Officers having charge or control of funds shall give bond, as may be required by the Board, for the safe custody of the funds of the Club, cost of such bond to be borne by the Club.

Section 4 - *Fiscal Year*. The fiscal year of the Club shall extend from July 1 to June 30, and for the collection of Members' dues shall be divided into four (4) quarterly periods extending from July 1 to September 30, October 1 to December 31, January 1 to March 31, and from April 1 to June 30. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1 and January 1 of each year on the basis of the membership of the Club on those dates.

Section 5 - *Budget*. 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, which having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Section 6 - *Per Capita Dues*. The Club will comply with RI Bylaws, Article 17 (Fiscal Matters) including, without limitation, Section 17.030.1 (Per Capita Dues) and Section 17.030.5 (Percentage Retained by RI).

ARTICLE XI
Membership

Section 1 - *Prospective Member*. The name of a prospective Member, proposed by an active Member of the Club, shall be submitted to the Board in writing, through the Club Secretary. A transferring or former Member of another club may be proposed to active membership by the former club.

Section 2 - *Proposal*. The Board shall ensure that the proposal meets all the classification and membership requirements of the Club Constitution.

Section 3 - *Decision on Prospective Member*. The Board shall approve or disapprove the proposal within thirty (30) days of its submission, and shall notify the proposer, through the Club Secretary, of its decision.

Section 4 - *Favorable Determination*. 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 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 5 - *No Objection*. If no written objection, stating reasons, to the proposal is received by the Board from any Member of the Club within seven (7) days following publication of information about the prospective Member, that person, upon payment of the admission fee, as prescribed in these Bylaws, shall be considered to be elected to membership. If any such objection has been filed with the Board, it shall vote on the matter at its next meeting. If approved despite the objection, the proposed Member, upon payment of the admission fee, shall be considered to be elected to membership.

Section 6 - *Induction*. Following the election, the President shall arrange for the induction of the new member and the Club Secretary shall issue a membership card and shall report the new member to RI.

Section 7 - *Accessibility of Club*. The Club hereby reaffirms its commitment to the accessibility of any potential Member, who meets the stated criteria for induction into the Club. The Club's statement regarding accessibility is set forth more fully in the Club Constitution, Article VI, Section. 1. Such Section is incorporated fully into these Bylaws.

Section 8 - *Transferring or Former Rotarian*. The Club will comply with RI Bylaws, Article 4 (Membership in Clubs) including, without limitation, Section 4.030 (Transferring or Former Rotarian).

ARTICLE XII
Amendments

These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all Members present, provided that notice of such proposed amendments shall have been provided 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 standard Rotary club constitution and with the constitution and bylaws of RI.