

Amended and Restated Bylaws of The Rotary Club of Lawrence, Kansas, Inc.

Adopted April 27, 2026

Article I – Club Year

The Club will operate on a twelve-month fiscal year cycle, beginning July 1 and ending June 30 of the following year.

Article II – Board of Directors

Section 1 – The governing body of the Club is the Board of Directors (hereinafter, the "Board"), consisting of eight voting members of the Club or nine voting members if the offices of Treasurer and Secretary are held by two members. Those members are the six Directors elected in accordance with Article II of these Bylaws, the immediate Past-President, the Treasurer, and the Secretary. One of the six elected Directors will also serve as President and another will serve as President-Elect. The immediate Past-President will also serve as Vice-President. The six elected Directors will each serve for a period of three years. The terms will be staggered so that two new Directors are elected each Club Year to replace the two whose terms expire. An exception to the three-year term may exist for the President and Past-President.

1.1 The Seargent at Arms may sit ex officio with the Board but is a non-voting member.

Section 2 – Board members may be assigned to serve as a liaison between the Board and the various Club committees as assigned by the President. The Board member will provide support to the committee(s) and report on the committee's activity to the Board on a regular basis.

Article III – Election of Directors

Section 1 – At any time before the February meeting of the Board of Directors, the President will appoint a Nominating Committee charged with nominating candidates for election to the Board of Directors for all director positions that need to be filled for the next club year. The Nominating Committee will consist of the immediate Past-president who will chair the committee, the Treasurer, the Secretary, and three Club members appointed from the Club membership. The Nominating Committee will solicit suggestions for nominations from the Club membership. Two meetings before the Club's annual meeting in April, or at an earlier meeting called for the purpose, the Nominating Committee will present to the Club its slate of one candidate for each open position.

Section 2 – Any member wishing to nominate a member to the Board whose name is not on the presented slate must do so by completing a Nomination Form, available from the Secretary, fourteen days prior to the Annual Meeting. Requirements of the form include securing the acceptance signature of the person being nominated and securing three or more signatures from members in support of this nomination. Information relevant to term requirements and obligations to the Board and Club is to be shared with the nominee prior to securing signatures. Any member so nominated will be placed on the ballot along with the Nominating Committee's slate.

Section 3 – Election of Board members will be by vote of the general membership, a quorum being present, at the April annual meeting. If there are more candidates than open positions, the

election will be by secret ballot. Each member will be allowed to cast the number of votes equivalent to the number of directors to be elected. The nominees securing the highest number of votes will be declared elected. If no nominations are submitted in addition to the Nominating Committee's slate, the Club will vote by voice vote.

Section 4 – A vacancy in the position of any elected Director or Director-elect will be filled by action of the remaining members of the Board. A member so appointed will serve the remainder of the vacant term.

Article IV– Election of Officers

Section 1– Election of Officers The election of officers by the Club Membership will occur no later than December 31 of each calendar year. Qualifications for officers must be in accordance with the Standard Club Constitution.

1.1 The Board of Directors will nominate the next President-Elect as a standard procedure from the Directors elected at the previous April annual meeting. Upon election by the general membership at a December meeting held for the purpose, the President-Elect will serve one year (the second year of the member's service on the board), and then succeed the President (the third year of the member's service on the board). The retiring President will remain on the Board of Directors for a fourth year as the immediate Past-President and as a voting member of the Board.

1.2 The Board will also nominate the Treasurer and the Secretary from the Club general membership, for election by the general membership.

1.3 In the event that circumstances preclude a recently elected member of the Board being nominated as the President-elect, the Board may nominate another member of the existing Board to serve, or may at its discretion, nominate a President-Elect from the general membership. Any member so selected must agree to a three-year term of service on the Board as President-elect, President, and Past President, to maintain continuity of leadership. If a new President-Elect is elected from the general membership, then only one new Board member will be elected at the next general meeting.

1.4 In the event that an elected sitting officer because of resignation from the Club or other circumstance is unable to continue service during the term of office, the Board of Directors may, upon general notice to the Club:

1.4.a Elect a new officer for the unexpired term, and if necessary, a new Board member per Article III, Section 5 of these By-Laws.

1.4.b Elevate an existing officer to the vacant position, or ask the member who previously held the office to assume the position for the remainder of the term.

1.4.c Request that a current officer serve a second year in the position, and then elect a new officer to fill the future term.

Section 2– In all circumstances as described in Articles III and IV, adjustments in leadership shall maintain the Board membership at no more than nine members, per Article II– Section 1.

Article V – Duties of Officers

Section 1 – The President will preside at meetings of the Club, preside at meetings of the Board, and perform such duties as ordinarily pertain to the office of President.

Section 2 – The President-elect will serve as a Member of the Board and perform such duties as the President or the Board prescribes.

Section 3 – The Vice-President (the immediate Past President) will preside at meetings of the Club and at meetings of the Board in the absence of the President and perform such other duties as ordinarily pertain to the office of Vice-President.

Section 4 – The Treasurer will:

- have custody of all funds,
- account for same to the Club at monthly Board meetings, and
- summarize accounts annually at a General Business Meeting and at any other time the Board demands.

The Treasurer will collect fees due to the Club or other payments made by the members through the Club, remit as required fees due to Rotary International ("RI") and to Rotary District 5710, and remit any donations to the Rotary Foundation and related Rotary philanthropies. Upon retirement from office, the Treasurer will turn over to the incoming Treasurer or to the President all funds, books of accounts, and any other club property.

Section 5 – The Secretary will:

- keep the records of membership;
- record the attendance at meetings;
- send notices of meetings of the Club and the Board;
- record and preserve the minutes of Board meetings;
- make the required reports to RI; and
- perform such other duties as ordinarily pertain to the office of Secretary.

Upon retirement from office, the Secretary will turn over to the incoming Secretary or to the President all Club records and any other club property.

Section 6 – Based on the operation of the Club and membership size, the Board, at its discretion, may merge the positions of Treasurer and Secretary into a single position.

Section 7 – The Sergeant-at-Arms or designee will help set up the meeting room on a weekly basis and perform such duties as the President or the Board prescribes and as ordinarily pertain to the office of Sergeant-at-Arms.

Section 8 – The Board, at its discretion, may provide a stipend to the President, the Treasurer, the Secretary, and/or the Sergeant-at-Arms, as compensation for their services to the Club.

Article VI – Meetings

Section 1 – Meetings of the Club.

1.1 An annual meeting will be called by the Board of Directors in April at which time members of the Club will elect Directors to fill expiring terms, according to the process described in Article III. Another meeting of the Club will be held during the month of December for the purpose of election of officers. The President may call other business meetings at such other times and for such other business as may require approval by the full membership.

1.2 Regular Meetings. The regular weekly meetings of the Club will be held on Monday at 12:00 noon. Notice of any changes in or canceling of a regular meeting will be given to all members of the Club, via announcement at regular meetings, by mail, or by electronic notification.

1.3 Quorum. One-third of the active Club members will constitute a quorum at General Business Meetings of the Club.

Section 2 – Meetings of Board.

2.1 Regular Meetings. Regular meetings of the Board will be held on a standard set day and time each month as established by the Board of Directors which shall be made known to the Club membership. The meeting date may be permanently changed upon a vote by the Board, or for special circumstance, or at the discretion of the President with proper notice to the members. The President may call special meetings of the Board whenever deemed necessary or upon the request of two members of the Board.

2.2 Notice of Board Meetings. Delivery to the members of the Board of a list of the Board's regularly scheduled meetings will constitute notice of such meetings and additional specific notice is not required. Notice of special meetings will be (i) announced at a regular Club meeting at least one week before the meeting, or (ii) given by personal delivery, electronic mail, facsimile, telephone, or other electronic communication at least three days before the meeting.

Attendance at a meeting constitutes waiver of notice unless the Board member attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

2.3 Quorum. A majority of the Board members will constitute a quorum at meetings of the Board. Any matter requiring action of the Board may be decided by a majority vote of the members of the Board present in person or by proxy at a meeting at which a quorum is present, unless otherwise provided by statute, the Rotary International Constitution, or in these Bylaws.

2.4 Informal Action. Any action which may be taken at the meeting of the Board may be taken without a meeting if a majority of the members of the Board entitled to vote on the matter consent in writing or via electronic messaging. For this purpose, voting through electronic mail or other electronic communication will constitute written consent. The President will have authority to determine whether to handle a matter informally or hold the matter over until the next meeting of the Board. Any such informal action for which a vote is taken shall be referenced and included in the next Board meeting minutes.

2.5 Telephonic or Virtual Meetings. The Board may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment (including electronic mail and other electronic communications) by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting will constitute attendance and presence in person at the meeting of the person or persons so participating.

Article VII- Fees and Dues

Section 1 – The Board will set the admission fee to qualify an applicant as a member.

Section 2 – The Board will set the membership dues payable quarterly on the first day of July, October, January, and April.

Article VIII – Method of Voting by Members

The Club members may transact business by voice vote, except the election of Directors will be by secret ballot if there are more candidates than open positions.

Article IX – Committees

Section 1 – Committee Rules. Club committees are established and charged with carrying out the annual and long-term goals of the club as approved by the Board. The President and the President-elect will work together to ensure continuity of leadership and succession planning. The President will be an ex officio member of all committees. Except where special authority is given by the Board, such committees will take no action until a report has been submitted to and approved by the Board.

Section 2 – Committee Chairs and Rotation. Committee chairs are appointed by the President to serve one-year terms. A limit of three consecutive terms for committee chairs is encouraged but not required. Each chair will be responsible for regular meetings and activities of the committee, will supervise and coordinate the work of the committee, and will report to the Board or its liaison on all committee activities including an annual committee report at the end of each Rotary year. It is recommended that the chair have previous experience as a member of the committee. Committee chairs are responsible for designating at least one vice-chair. The President is responsible for appointing committee chairs to fill any vacancies if they should arise during the club year.

Article X – Duties of Committees

The Club may create standing committees consistent with the established goals and purposes of the Club, and may create ad hoc committees for short term needs. The President, with approval of the Board, will review and establish the duties of all standing committees each year. Each standing committee and ad hoc committee will have a specific mandate, clearly defined goals, and action plans for implementation during the Club year.

Article XI – Leave of Absence

Upon written application to the Board setting forth good and sufficient cause, the Board may grant a leave of absence, excusing a member from attending the meetings of the Club for a specified length of time of 3 to 6 months. A member may be granted an extension of an additional 3 months upon written request to the Board. During a leave of absence, the member will continue to be charged the quarterly Club dues but will not be charged for luncheon fees or other Club costs.

Article XII – Finances

Section 1 – The Treasurer will deposit all funds of the Club in one or more banks that the Board designates.

Section 2 – Checks will be signed by two individuals authorized by the Board. Typically, the Board will authorize as possible signatories the Treasurer, the President, President-elect, and/or a past President. A certified public accountant or other qualified person will conduct a thorough annual audit of all the Club's financial transactions.

Section 3 – Officers having charge or control of funds will give bond for the safe custody of the funds of the Club, if the Board so requires, with the Club bearing the costs of the bond.

Section 4 – The fiscal year of the Club is July 1 to June 30, and collection of members' dues will be divided into four quarterly periods: July 1 through September 30; October 1 through December 31; January 1 through March 31; and April 1 through June 30.

Section 5 – The payment of per capita dues to Rotary International (RI) will be made on July 1 and January 1 of each year or such other dates as RI prescribes, based upon the membership of the Club on those dates. The Secretary will confirm prior to payment that the Club and RI are in agreement as to the membership count. The payment of per capita dues to Rotary District 5710 will be made as and when required by the District.

Section 6 – A membership status may be terminated by action of the Board for an individual who is delinquent in payment of dues. Such action must be in accordance with the Standard Club Constitution Section 13.

Section 7 – The Board will prepare, or cause to be prepared, an annual budget showing estimated income and estimated expenditures for the fiscal year. After the Board has prepared and approved the budget, it will stand as the limit of expenditures for the respective purposes unless the Board orders otherwise. The Standard Club Constitution requires that an annual report on finances be presented to the Club membership at the time of election of officers.

Article XIII – Method of Electing Members

Section 1 – An active member of the Club may submit the name of a prospective member to the Board in writing, through the Secretary. An active member of the Club may propose a transferring or former member of another Club as a prospective member. Any proposal is initially confidential except as otherwise provided in this procedure.

Section 2 – Upon receipt of a membership application, the Secretary will present the application to the Board, either in session, or electronically, for review and approval or disapproval. An application approved by a majority of the Board will be submitted by the Secretary to the full membership, either in a general meeting or electronically. Such notification will include the sponsor's name, the name of the applicant, a brief biography of the applicant, and the proposed classification, and a clearly stated date for response if a member has an objection to the proposed member.

Section 3 – If the Club receives no such written objection within five days, the prospective member will be considered elected to membership. A Club member with an objection to a prospective member must provide a written objection, stating reasons, to the President and Secretary within five days following publication of the information about the prospective member. If a written objection is timely given and the prospective member still desires to join the Club, the Club membership may vote on the prospective member at its next meeting. If approved despite the objection, the prospective member will be considered elected to membership.

Section 4 – Upon approval or election, the President will arrange for the induction of the new member and the Secretary will report the new member to Rotary International and provide appropriate literature for presentation at the induction. The Club Treasurer will bill the new

member after induction for the admission fee and other fees and dues then owed. The prospective member will be asked to attend an orientation meeting either before or after induction to further inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership.

Article XIV – Membership Standards

Members of the Lawrence Rotary Club are expected to conduct themselves at meetings and in relations with other Club members in a manner befitting Rotary's Four Way Test:

- Is it the truth?
- Is it fair to all concerned?
- Will it build goodwill and better friendships?
- Will it be beneficial to all concerned?

The President and/or the Board of Directors are authorized to take appropriate action toward a member whose behavior and/or language does not meet the Four Way Test. If the Board approves termination of membership, such action must be in accordance with the Standard Club Constitution Section 13. In an egregious case, the Board of Directors may refer the situation to the Rotary International General Secretary with a recommendation for membership termination per Article 4.070 of the Rotary International Code of Policies.

Article XV – Resolutions and Motions to the Club

The general membership of Club will 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, will be referred to the Board without discussion.

Article XVI – Order of Business of Club Meetings

The Order of Business of Weekly Meetings or of Board Meetings as here listed may be changed and adapted upon a vote of the Board.

Section 1 – Weekly meetings

- Meeting called to order
- Introduction of guests and visiting Rotarians
- Correspondence and announcements
- Committee reports, if any
- Any unfinished business
- Any new business
- Inductions, if any
- Address or other program features
- Adjournment

Section 2 – Board Meetings

- Meeting called to order
- Consent Agenda of routine and administrative details
- Treasurer's Report
- Review of Accounts Receivable Aging Summary

- Blue Cup Designations
- Committee Liaison Reports
- Old Business
- New Business
- Adjournment

Article XVII – Amendments

These Bylaws may be amended at any regular meeting of the members, a quorum being present, by two-thirds vote of all members present, provided that notification of such proposed amendment is submitted to each member in writing either by mail or electronically at least 14 days prior to such meeting. No amendment or addition to these Bylaws is permitted which is not in harmony with the Standard Club Constitution or the Constitution , Bylaws and Policies of Rotary International.

Article XVIII – Mail

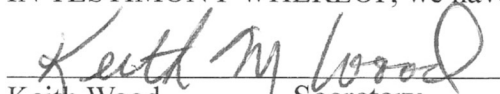
The words "mail," "mailing," "submission," and similar terms in these Bylaws include utilization of electronic mail (e-mail) and internet technology. Any written notice permitted or required under these Bylaws may be sent by electronic mail or other internet technology.

CERTIFICATE of PRESIDENT and SECRETARY

We the undersigned, do hereby certify:

- (1) That I, Keith Wood, am the Secretary of The Rotary Club of Lawrence, Kansas, Inc.; and
- (2) That I, Jeffry Jack, am the President of The Rotary Club of Lawrence, Kansas, Inc.; and
- (3) That the foregoing Restated By-Laws, comprising eight (8) pages constitute the Approved Bylaws of The Club as duly adopted by the Members of the Club on April 27, 2026.

IN TESTIMONY WHEREOF, we have hereunto subscribed our names.


 Keith Wood Secretary

April 27, 2026
 date


 Jeffry Jack President

May 4, 2026
 date