

## **BYLAWS OF THE ROTARY CLUB OF WEBSTER GROVES**

### **Article 1 ~ Definitions**

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on July 1.
6. Bylaws: The Bylaws of this club.
7. Notice: Information published on the club website and via e-mail to all members.
8. Officer: A director identified by a specific title with inherent duties and responsibilities, specifically: the President, Vice-President, Secretary, Treasurer, and Sergeant-at-Arms.

### **Article 2 ~ Board**

The governing body of this club is its board of directors. The board shall consist of seven (7) to nine (9) members of the club, namely the President, Immediate-Past-President, President-Elect, Vice-President, Secretary, Treasurer, Sergeant-at-Arms, and up to two (2) directors at large.

### **Article 3 ~ Election of Directors and Officers**

Section 1: Nominations. The President shall appoint a nominating committee consisting of the two (2) Immediate-Past-Presidents and three (3) additional Past-Presidents, a total of five (5), who shall nominate eight (8) candidates for the board.

- (a) The committee shall be chaired by the most recent Immediate-Past-President.
- (b) The committee shall announce the nominations at the first meeting in November, and on that same day by e-mail to all members and by posting the names on the club's website.
- (c) Additional nominations may be made by members of the club at the meeting immediately preceding Thanksgiving; this will be done at the call of the President.

- (d) All candidates are to have a minimum of two (2) years membership in the Rotary Club of Webster Groves before their nomination. The requirements of this section shall not be applicable to appointments previously made.
- (e) The nominees shall be listed in alphabetical order on the ballot presented to the members at the annual meeting.
- (f) In order for members to vote at the annual meeting election, they must be in "good standing," meaning they are current with dues and other financial obligations to the club.

It is to be noted that the President retains the responsibility of appointing, subject to the approval of the directors-elect, a Vice-President, Secretary, Treasurer, and Sergeant-at-Arms.

Section 2: Elections. At the annual meeting, all members present shall vote for four (4) of the nominees for the board. The four (4) receiving the greatest number of votes shall be declared the directors-elect for the coming year. In case of a tie vote, the tie shall be broken by the members casting ballots to break the tie.

- (a) Immediately after the four directors-elect have been selected, all eligible members shall vote again to determine which of the four directors-elect shall be President-Nominee.
- (b) The President-Nominee shall automatically become President-Elect on July 1 of the next year.
- (c) The current President shall automatically become Immediate-Past-President on July 1.
- (d) The identity of the President-Nominee shall be revealed to the membership no later than one week after the election by announcement, by e-mail, and by posting on the website.

Section 3: Board-Elect. The three newly elected directors, together with the President-Nominee, current President and President-Elect shall constitute the board-elect. Within two weeks after the election, the President-Elect shall appoint a Vice-President, Secretary, Treasurer, Sergeant-at-Arms and up to two Directors-at-Large. These appointments shall be selected from the three newly elected directors and up to three club members, having at the time of their appointment, a minimum of two (2) years' membership in the Rotary Club of Webster Groves. All appointments shall be subject to the approval of the board-elect. The new board shall take office on July 1.

Section 4: Board Vacancy. A vacancy in the current board or any office shall be filled by action of the remaining directors. Any person selected to fill a vacancy shall have at the time of their appointment, a minimum of two (2) years membership in the Rotary Club of Webster Groves.

Section 5: Board-Elect Vacancy. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect. Any person selected to fill a vacancy shall have at the time of their appointment, a minimum of two (2) years membership in the Rotary Club of Webster Groves.

Section 6: Proxy Voting. Proxy votes shall not be honored in the tally of votes.

Section 7: Terms of Office. The term of office for each member of the board of directors is one year.

#### **Article 4 ~ Duties of Officers**

Section 1: President. It shall be the duty of the President to preside at meetings of the club and the board, and to perform other duties as ordinarily pertain to the office of President. The President shall take office on the first day of July in the Rotary year in which he or she is elected to serve as President, provided that he or she has attended Show Me Rotary or, if for good reason he or she cannot attend, he or she sends an official replacement.

Section 2: President-Elect. It shall be the duty of the President-Elect to serve as a director and to perform such other duties as may be prescribed by the President or the board.

Section 3: Vice-President. It shall be the duty of the Vice-President to preside at meetings of both the club and the board in the absence of the President, and to perform other duties as ordinarily pertain to the office of Vice-President.

Section 4: Secretary. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semi-annual reports of members each year; provide the monthly attendance report to the District Governor within 15 days of the last meeting of the month; and perform other duties as usually pertain to the office of Secretary.

Section 5: Treasurer. It shall be the duty of the Treasurer to have custody of all funds, annually accounting for it to the club and at any other time upon demand by the board; to collect all fees and dues; and to perform 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 6: Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office, and other duties that may be prescribed by the President or the board.

Section 7: Immediate-Past-President. The Immediate-Past-President serves as a director on the board.

Section 8: Director. A director attends club and board meetings, with duties as assigned.

### **Article 5 ~ Meetings**

Section 1: Annual Meeting. An annual meeting of the club membership shall be held each year on the first Friday of December, at which time the election of officers and directors to serve for the ensuing year shall take place. At this meeting, a mid-year report shall be presented by the Treasurer or the Finance Committee to include current year income and expenses, together with a financial report for the previous year.

Section 2: Weekly Meetings. The regular weekly meetings of this club shall be held on Friday at 12:10 PM. Notice of any changes or cancellation of the regular meeting shall be given to all members of the club at least three days in advance.

On the day of a regular meeting, all active members (or members excused pursuant to the Constitution of the Rotary Club of Webster Groves) must be counted as present or absent; in order for attendance to count, members must be present for at least sixty (60) percent of the time devoted to the meeting. The same sixty (60) percent figure shall also pertain to attendance at any other Rotary club, or as otherwise provided in the Constitution of the Rotary Club of Webster Groves.

Members are expected to attend or make up at least 50% of the club's regularly scheduled Friday meetings and to engage in the club's service projects, social events, and other club activities. Attendance at the regularly scheduled Rotary After Hours events and Rotary Coffee events are recognized as Rotary Club of Webster Groves make-up events.

Section 3: Membership Quorum. One-third of the membership shall constitute a quorum at both the annual meeting and the regular weekly meetings of the club.

Section 4: Board Meetings. Regular meetings of the board shall be held each month on a day of the week as determined by the board. Special meetings of the board shall be called by the President whenever deemed necessary, or upon the request of two (2) directors, or upon the request of at least ten (10) percent of the members of the club, and when proper notice has been given.

Section 5: Board Meeting Quorum. A majority of the board of directors shall constitute a quorum at the board of directors meetings.

Section 6: Attendance at Board Meetings. The meetings of the board are open to all members of the club and invited guests. On rare occasions when it may be necessary to discuss sensitive or legal matters, the board may hold an “executive session.” To initiate an “executive session,” a board member must make a motion to hold such a session, and a second is required. Following debate on the motion, the board shall vote, with a majority of the vote being required to pass.

All board members and those invited to participate will remain during “executive session”; all others will be asked to leave. Upon completion of the “executive session,” the regular board meeting will be reconvened, if further business is to be conducted; those asked to leave will be invited back for the remainder of the meeting. The minutes of the board meeting will include a statement that the board voted to go into “executive session,” stating only the reason for such action.

Section 7: Calendar. The board-elect and the President-Nominee should establish a club calendar for the upcoming year and make it available to the membership by July 1.

Section 8: Budget. The board-elect shall formally meet as required by Article 3, Section 3 and Article 12, Section 1, and at other times as may be necessary, before the start of the new Rotary year, to work on the proposed budget and initiate planning for the new year.

Section 9: Board Meeting Agenda. A written agenda for the board meeting should be provided to the directors at least 24 hours before a scheduled board meeting.

Section 10: Board Meeting Minutes. Written minutes of all board meetings shall be made available to all members on the website within 30 days of their being approved.

Section 11: Robert’s Rules of Order. In the absence of criteria prescribed by RI, all meetings shall be conducted according to the most recent edition of *Robert’s Rules of Order*.

## **Article 6 ~ Dues**

Section 1: Dues. The current membership dues shall be \$344 per annum for regular Active Members, \$688 per annum for a Corporate Membership and \$108 per annum for an Active Member’s Spouse Membership, all payable semi-annually. Dues may be increased to reflect increases in RI and District dues; other increases in dues must be approved by membership. Annual club dues include RI per capita dues, District dues, subscription to *Rotary*, club fees, and any special RI or District per capita assessments.

Section 2: Billing. Dues shall be billed to each member by June 1 and by December 1; members shall pay their dues before July 1 and before January 1.

### **Article 7 ~ Method of Voting**

The business of this club shall be transacted by voice vote, except for the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice.

Whenever a specific issue arises necessitating a vote of the board of directors before the next board meeting, an e-vote regarding a formal motion (made and seconded) addressing that particular issue may be requested by any member of the board; however, at least two of the board members must agree that an e-vote may be conducted for this issue. Votes must be cast as "Yea," "Nay," or "Abstain"; a simple majority is necessary for passage. A record of the e-vote shall be included in the minutes for the following month's board meeting.

### **Article 8 ~ Five Avenues of Service**

The Five Avenues of Service are the philosophical and practical framework for the work of Rotary: Club Service, Vocational Service, Community Service, International Service, and Youth Service. This club shall be active in each of the Five Avenues of Service.

### **Article 9 ~ 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-Elect, President, and Immediate-Past-President should 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 ensure consistency. The President-Elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings before the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

Section 1: Five Avenues of Service. The President-Elect, subject to approval of the board-elect, shall appoint directors to be the chairs of the committees appointed for each avenue of service. Their duties shall be to supervise and coordinate to completion the work of all committees appointed for each avenue of service.

Club Service ~ These committees shall conduct activities associated with the effective operation of the club.

Vocational Service ~ These committees shall develop and implement programs and activities promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations and fostering the ideal of service in the pursuit of all vocations.

Community Service ~ These committees shall develop and implement educational, humanitarian, and community service projects to improve the quality of life of those who live within this club's locality or municipality.

International Service ~ These committees shall develop and implement activities to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems. This committee shall also develop and implement plans to support The Rotary Foundation through financial contributions and program participation.

Youth Service ~ These committees shall develop and implement activities for 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.

Section 2: Appointment of Committees. The President-Elect shall, subject to the approval of the board-elect, appoint on-going club committees in all five avenues of service. The selection of specific committees is not limited to those previously established; however, it is recommended that previous committee structures be closely examined for continuation by the new administration. All committees, including new and ad hoc committees, the chairs, members, and directors, should be identified and advised of their assignments by May 15 of each year. This information is to be published in the Roster before the beginning of the new Rotary year and distributed to the club members by July 1.

- (a) The President shall be an ex officio member of all committees and, as such, shall have all the privileges of committee membership.
- (b) Each committee shall transact its business as is delegated 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 presented to and approved by the board.
- (c) 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 and director in charge on all committee activities.

Section 3: Ad hoc Committees. Additional ad hoc committees may be appointed as needed.

### **Article 10 ~ Duties of Committees**

The duties of all committees shall be established and reviewed by the President; in declaring the duties of each, the President shall make reference to appropriate RI materials. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of the year for implementation during the course of the year

## **Article 11 ~ Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted, excusing a member from attending meetings of the club for a specified length of time. A leave of absence does not excuse the billing and payment of dues during the requested period of absence.

## **Article 12 ~ Finances**

Section 1: Budget. Before the beginning of each fiscal year, the board-elect shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for the specific items, unless otherwise ordered by action of the board. The approved budget should be distributed to the club members no later than July 31.

Section 2: Deposit of Funds. The Treasurer shall deposit all club funds in the financial institutions named by the board.

Section 3: Check Signing. All bills shall be paid only by checks signed by the Treasurer and one of three other officers whose signatures are on file at the financial institution. If for any reason the Treasurer is unable to sign a check, two of the three other officers whose signatures are on file at the financial institution may affix their signatures.

Section 4: Annual Financial Review. A thorough review of all financial transactions shall be made once each year by a certified public accountant or other qualified person.

Section 5: Bonding. The Treasurer in charge of club funds shall give bond as required by the board for the safe custody of the funds of the club; the cost of the bond shall be borne by the club.

Section 6: Board Oversight. The board shall have the responsibility to authorize the expenditure of money from the club treasury to cover all expenses of the club in connection with its regular operation. Any extraordinary expenditure, or expenditure not related to the regular operations of the club, shall first be approved by the board and then submitted to the membership and approved before the expenditure is made.

Section 7: Fiscal Year. The fiscal year of this club shall extend from July 1 to June 30 and, for the collection of members' dues, it shall be divided into two (2) semi-annual periods extending from July 1 to December 31 and from January 1 to June 30. RI dues shall be paid on July 1 and January 1 of each year reflecting the number of members as of those dates; District dues shall be paid as billed.

Section 8: Annual Financial Report. By September 1, members should receive an annual financial report of the club as of June 30, the end of the preceding fiscal year. As noted in these Bylaws, a mid-year financial report including income and expenses for the current year is also to be presented at the annual meeting.

## **Article 13 ~ Method of Electing Members**

Section 1: Prospective Member Application. An Active Member shall serve as Sponsor to propose a New Member of the club, using a standard application consisting of two pages: The Membership Proposal Information Form and the Prospective Member Bio Handout. The application may be downloaded from the club website or obtained from the Membership Chair; completing the fillable PDF is preferable to filling out the form by hand but it is not required.

Section 2: Application Submittal. After the application is completed and signed by the Sponsor, the Sponsor shall submit both pages of the application to the Club Secretary, who shall forward them to the Board of Directors and the Membership Committee.

Section 3: Bio Handout Publication. Concurrently, the Club Secretary shall also publish the Bio Handout to all Active Members by e-mail and by placing copies on the lunch tables during one or more meetings. Active Members who object to the membership proposal must submit their objections to the Board in writing, stating reasons, within ten (10) days of publication.

Section 4: Membership Committee Review. The Membership Committee shall ensure that the application meets all the classification and membership requirements of the Constitution of the Rotary Club of Webster Groves. Following their review, the Membership Committee shall advise the Board of its findings within fourteen (14) days.

Section 5: Board Approval. The Board shall review all submitted documents and approve or disapprove the membership proposal within thirty (30) days of its submission; the Club Secretary shall notify the Membership Committee and the Sponsor of this decision.

Section 6: Orientation and Publication. If membership is approved, the Membership Committee shall conduct an orientation session to provide the Prospective Member with Rotary Membership literature outlining the purposes of Rotary and the privileges and responsibilities of membership.

Section 7: Election to Membership. After orientation, the Prospective Member shall be asked to sign the Membership Proposal Information Form, officially acknowledging election to membership.

Section 8: Induction. Following membership election, the President shall arrange with the Sponsor for induction of the New Member, which should be marked with some formality and held during a regular weekly meeting of the club. The New Member's family members are welcome to attend the induction, as it is important that a Rotarian has family support.

Section 9: Record Keeping. The Club Secretary shall register the New Member with Rotary International through the club's and RI's data bases. The Sponsor will serve as the New Member's Buddy for the rest of the Rotary Year, and the President will work with the New Member to select club committees that hold particular interest.

## **Article 14 ~ Membership**

Section 1: General Qualifications. The Rotary Club of Webster Groves shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Section 2: Honorary Membership. As detailed in the Constitution of the Rotary Club of Webster Groves, the club may elect honorary members proposed by the board.

Section 3: Corporate Membership. The Club offers a Corporate Membership option for businesses, professional practices, government entities and educational institutions.

1. Qualifications. The employees of any business/institution/organization are eligible for corporate membership in the Rotary Club of Webster Groves. All corporate members should meet the same membership requirements as any prospective new member.
2. Members. Subject to the approval of the club's board, the president, chief executive officer, chief operating officer or any other high-ranking officer of the organization may select employees to serve as members of the club and may designate one (1) Primary Member and up to two (2) individuals to be designated as Alternate Members.
3. Attendance. The attendance and participation requirements of the club may be met by any one or more of the Corporate Members. All Primary and Alternate Members are entitled to attend any regular meetings of the club or those of any other Rotary club as determined by that club.
4. Dues. Dues for a Corporate Membership shall be as stipulated in Article 6 of these bylaws.
5. Rotary International Registration. The Primary Corporate Member for whom RI dues have been paid will be registered as an Active Member in the RI database and as an Active Member of the Rotary Club of Webster Groves and will be listed in the RI database as the Primary Corporate Member. Alternate Corporate Members will not be listed in the RI database since they do not pay RI dues.
6. RC of Webster Groves Registration. Alternate Corporate Members will be included in the Club's Roster and receive a club badge, both identifying them as an Alternate Corporate Member. The Alternate Corporate Members will be included in all club activities, invited to be an active voice on all committees, receive a subscription to Rotary and be included in all club correspondence. Alternate Corporate Members are exempt from the attendance requirements under the club's constitution but may fulfill the Primary Corporate Member's obligations.

7. Votes and Quorum. For the purpose of general meetings and club matters, the Primary Corporate Member is eligible to vote. Since the business/institution has one Primary Member who is reported as an active RI dues paying member, a single vote will be cast by the designee attending the meeting at which the vote is taken
8. Holding Office. Any RI dues-paying member listed in the RI database, which includes the Primary Corporate Member, is eligible to hold office. Alternate Corporate Members who do not pay RI dues are not eligible to hold office.
9. Duration of Membership. The duration of membership of the Primary Corporate Member shall be in accordance with the Constitution of the Rotary Club of Webster Groves. Alternate Corporate Members are expected to remain members of the club for a minimum of one year following election to membership, unless they become an active regular member, are terminated in accordance with the Constitution, or are released as an Alternate Corporate Member by the club's Board of Directors. Upon termination of an Alternate Corporate Member, the associated business may designate another Alternate Corporate but not sooner than one year after the beginning of the previous Alternate Corporate Member's membership term.

Section 4: Active Member's Spouse Membership. The club offers an Active Member's Spouse Membership option for the spouses of all Active Members.

1. Dues. Dues of Member's Spouse Membership shall be as stipulated in these bylaws.
2. General Qualifications. Active Member's Spouses must meet the general qualifications as stipulated in the club's constitution.
3. Designation of Membership. Subject to the approval of the club's board, Active Members may designate their spouses to hold an Active Member's Spouse Membership.
4. Rotary International Registration. The Active Member's Spouse for whom RI dues have been paid will be registered as an Active Member in the RI database and as an Active Member of the Rotary Club of Webster Groves.
5. Rotary Club of Webster Groves Registration. Active Member's Spouse Members will be included in the Club Roster, receive a club badge, be included in all club activities, be invited to be an active voice on all committees, receive a subscription to Rotary, be included in all club correspondence and be eligible to vote.
6. Holding Office. Any RI dues-paying member listed in the RI database, which includes the Active Member's Spouse Member, is eligible to hold office.
7. Duration of Membership. The duration of membership of the Active Member's Spouse shall be in accordance with the provisions of the Constitution of the Rotary Club of Webster Groves. If no longer the spouse of the regular Active Member, the former Active Member's Spouse shall become a regular Active Member.

### **Article 15 ~ Duration of Membership**

All provisions of the Constitution of the Rotary Club of Webster Groves regarding duration of membership shall apply to the membership of the Rotary Club of Webster Groves.

### **Article 16 ~ 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 17 ~ Order of Business for Club Meetings**

Meeting called to order by the President:

Pledge of Allegiance

Song: *America* by Samuel Francis Smith (*My Country, 'Tis of Thee*)

Invocation by a different member each week

Luncheon

Sergeant-at-Arms:

Introduction of visiting Rotarians and guests

Happy Bucks

Fines

Trivia and Jokes

Sing Happy Birthday to Rotarians at the last meeting of each month

President:

Correspondence, announcements, and Rotary information

Committee reports, if any

Unfinished business, if any

New business, if any

Program introduced by the program committee chair for that month

Selection of 50/50 winner by the program speaker

Adjournment

**Article 18 ~ Amendments**

These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that written notice of the proposed amendment shall have been mailed or e-mailed to each member at least ten (10) days before the meeting. All changes to these Bylaws must be consistent with the Constitution of the Rotary Club of Webster Groves, the RI Bylaws, and the Rotary Code of Policies.

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*With the required quorum of the club's members,  
these bylaws were amended on  
Friday, July 7, 2023,  
during a regular meeting of the club membership at the  
Fellowship Hall of the Webster Groves Presbyterian Church.*

*So certified by: Ronald P. Hamberg; John V. LaBarge, Jr.;  
Richard C. Peterson; and Guillermo A. Rodríguez  
2022-23 Members of the Constitution / Bylaws Committee of the  
Rotary Club of Webster Groves.*

*Attest: Miki McKee Koelsch, Club President 2023-24*

*Bylaws editing mistake corrected on November 24, 2023.  
Article 3, Section 3*