

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. Companion Club: A type of Satellite Club that exists only as an extension of the Rotary Club of Webster Groves..
5. Host Club: The governing club of a Companion Club, to which it is linked.
6. RI: Rotary International.
7. Year: The twelve-month period that begins on July 1.
8. Bylaws: The Bylaws of this club.
9. Notice: Information published on the club website and via e-mail to all members.
10. Officer: A director identified by a specific title with inherent duties and responsibilities, specifically: 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, and the Chair of the Companion Club (ex officio, non-voting).

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 the Chair of a Companion Club.
- (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.
- (g) A Companion Club Chair shall initially be appointed by the Host Club President; thereafter, the Chair shall be elected by a simple majority vote of Companion Club members, following procedures determined and outlined in the Companion Club's Procedures Manual.

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, President-Elect, and Chair of the Companion Club 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 on the current board or any office shall be filled by the 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 the 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 and Directors

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 pertains 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.

Section 9: Companion Club Chair. The Companion Club Chair shall oversee Companion Club meetings, projects, and activities, and shall submit a semi-annual report to the Host Club Board, addressing membership, activities, programs, and financial status.

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 the current year's revenue 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: Companion Club Meetings. Companion Club meetings shall be scheduled in accordance with RI's requirements for Companion Clubs, as determined by the Companion Club members. Likewise, attendance shall meet RI's requirements for Companion Clubs. These details shall be recorded in the Companion Club's Procedures Manual, which shall be approved by the Board of the Host Club.

Section 5: Board Meetings.

5.1: Regular meetings of the board shall be held each month on a day of the week as determined by the board.

5.2: 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.

5.3: Virtual meetings may be held to consider time-sensitive matters, such as membership approvals or other pressing decisions that require a vote. These meetings shall be called by the President whenever deemed necessary, or upon the request of two (2) directors. The agenda for a virtual meeting shall address only one, specific issue, and it shall not include any routine board meeting reports or minutes. However, minutes of all virtual meetings shall be recorded so they can be reviewed and approved at the next regular board meeting.

Section 6: Board Meeting Quorum. A majority of the board of directors shall constitute a quorum at the board of directors' meetings.

Section 7: 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 8: 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 9: Budget. The board-elect shall meet by March 15 as required by these Bylaws and at other times before the new Rotary year, as may be necessary to work on the proposed budget and initiate planning for the new year.

Section 10: 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 11: Board Meeting Minutes. Written minutes of all board meetings shall be emailed to all board members no later than two weeks after a meeting, to allow sufficient time for review and corrections before their approval at the next board meeting. Written minutes of all board meetings shall be made available to all members on the website within 30 days of their being approved.

Section 12: 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 are \$344 per annum for Active Members, including Companion Club Members; \$688 per annum for a Corporate Membership; and \$108 per annum for an Active Member’s Spouse Membership, all payable semi-annually.

Annual club dues include RI and District per capita dues, subscription to *Rotary*, club fees, and any special RI or District per capita assessments. Dues may be increased to reflect increases in RI and District dues; other increases in dues must be approved by membership.

Based on the Companion Club's expenses in its first year, the Companion Club Board, the Host Board, and the Treasurer of the Rotary Club of Webster Groves may determine a different dues structure is more appropriate for Companion Club members

Section 2: Billing. Dues shall be billed to each member by June 15 and by December 15; members shall pay their dues by July 15 and before January 15.

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 ad-hoc committees, their chairs, members, and directors, should be identified and advised of their assignments by April 15 of each year. This information is also to be transmitted to the entire membership and published in the Roster before the beginning of the Rotary year.

- (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. A report regarding the findings of that review shall be submitted to the board by September 1.

Section 5: Bonding. The Treasurer in charge of club funds shall give a 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 twice a year as billed; District dues shall be paid once a year 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.

Section 9: Companion Club. The Rotary Club of Webster Groves shall handle dues collection and remittances for Companion Club members. Arrangements for handling Companion Club expenses shall be mutually agreed upon between the Companion Club Board, the Host Board, and the Treasurer of the Rotary Club of Webster Groves.

Article 13 ~ Method of Electing Members

Section 1: Prospective Member Application. An Active Member in good standing shall serve as Sponsor to propose a New Member of the club, using our standard fillable PDF application. The application may be downloaded from the club website or requested from the Membership Chair.

Section 2: Application Submittal. The Sponsor shall sign the completed application and submit it to the Membership Chair, who shall forward it to the Board of Directors, the Membership Committee, and all other Active Members.

Section 3: Publication. At the next opportunity, the Membership Committee shall place printed copies of the application on the lunch tables during at least one meeting.

Section 4: Objections to Membership. Active Members in good standing who object to the membership proposal must submit their objections to the Board in writing, stating reasons, within seven (7) days.

Section 5: Membership Committee Review. The Membership Committee shall ensure that the application meets all classification and membership requirements of the Constitution of the Rotary Club of Webster Groves, and it shall advise the Board of its findings within seven (7) days.

Section 6: Board Approval. Within fourteen (14) days of receiving all submitted documents, the Board shall approve or disapprove the membership proposal. In order to facilitate a timely approval process, voting may take place by email or Zoom.

Section 7: Orientation. 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 8: Election to Membership. After Orientation, the Prospective Member shall be asked to sign the form placed in each Orientation packet, formally acknowledging a decision to proceed with membership in the Rotary Club of Webster Groves.

Section 9: Induction. The final step is for the President to 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 10: Record Keeping. The webmasters shall register the New Member with Rotary International through the club's and RI's databases. The Sponsor will work with the New Member to join club committees that hold particular interest. The Sponsor will also serve as the New Member's Buddy for the rest of the Rotary Year.

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.

- (a) 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.
- (b) 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.
- (c) 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.
- (d) Dues. Dues for a Corporate Membership shall be as stipulated in Article 6 of these bylaws.

- (e) 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.
- (f) 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.
- (g) 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.
- (h) 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.
- (i) 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.

- (a) Dues. Dues of Member's Spouse Membership shall be as stipulated in these bylaws.
- (b) General Qualifications. Active Member's Spouses must meet the general qualifications as stipulated in the club's constitution.
- (c) 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.
- (d) 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.
- (e) 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.

- (f) 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.
- (g) 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.

Section 5: Companion Club Membership. A Companion Club is one of several RI-sanctioned satellite club types that offer meeting and attendance flexibility, in order to attract a broader segment of the community. Since a Companion Club is an extension of its Host Club, its members shall be Active Members of the Host Club.

- (a) Qualifications. As members of the Rotary Club of Webster Groves, Companion Club members must meet the General Qualifications enumerated in Section 1 of this Article.
- (b) Objectives: A Companion Club is organized around community service, without the meeting and attendance requirements of traditional Rotary Clubs. It shall remain linked to the Host Club.
- (c) Governance. The Companion Club shall be governed by the Constitution and Bylaws of the Host Club, although it will have its own Board of Directors, committees, and chairs. It will also rely on its own Procedures Manual that enumerates details unique to Companion Club operations. The Host Club shall have final approval of the Procedures Manual and any subsequent changes that may be made.
- (d) Membership Applications. Membership Applications shall follow the same procedures stipulated in Article 13 of these Bylaws. Membership in the Companion Club shall be approved by the Board of Directors of the Host Club and also by a simple majority vote of Companion Club, once it has attained eight (8) members. registration. Companion Club members shall be registered in Club, District, and RI databases, as Active Members of the Rotary Club of Webster Groves.
- (e) Participation. Companion Club Members shall be included in the Host Club Roster; receive a club badge and pin; be invited to participate in all Host Club events; receive a subscription to *Rotary*; be welcome to attend weekly Rotary Club meetings; and be included in all Host Club general membership correspondence.
- (f) Voting. Companion Club members shall vote on all matters affecting the Companion Club, including all changes to the Bylaws of the Rotary Club of Webster Groves. However, they shall not be eligible to vote for officers in the Rotary Club of Webster Groves.
- (g) Holding Office. Companion Club members shall not be eligible to hold office in the Rotary Club of Webster Groves.
- (h) Reciprocity. Members of the Host Club and the Companion Club shall be welcome to participate in all activities sponsored by the two organizations, including service projects, fund raisers, and social events.
- (i) Conflict Resolution. Companion Club members are subject to the authority of the Host Club Board, as the governing body of the Rotary Club of Webster Groves.

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.

Section 1: Proposed Amendment(s). Any proposed change to these Bylaws shall be submitted in writing to the Constitution and Bylaws Committee at least thirty (30) days prior to the regular meeting when the proposed amendment(s) is expected to be presented.

Section 2: The Constitution and Bylaws Committee. This Committee serves as a resource for the Club and its members on questions relating to its Constitution, Bylaws, resolutions, and parliamentary procedures in accordance with existing club Bylaws. The Committee is responsible for maintaining the club's Bylaws and making recommendations to the Board regarding any proposed changes.

Section 3: Amendment Documentation. The proper submittal to the Constitution and Bylaws Committee for a Bylaws amendment must contain: 1) the reason for the proposed change(s); 2) the proposed amendment(s), precisely worded; 3) the current Bylaws Article; and 4) the Bylaws Article as it will read if the proposed amendment is adopted.

Section 4: Review of Proposal. The Committee shall review the submitted documentation for possible conflicts or inconsistencies with the Constitution of the Rotary Club of Webster Groves, the RI Bylaws, and the Rotary Code of Policies; it shall then examine and consider any complications related to the changes. The Committee should also request a meeting with whoever is proposing the amendment, to better understand the rationale for the change.

Section 5: Recommendation to the Board of Directors. After reviewing and considering the proposed changes, the Committee will present its recommendation directly to the Board of Directors, before it is submitted to the membership for approval.

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*With the required quorum of the club's members,  
these bylaws were amended on  
Friday, May 1, 2026,  
during a regular meeting of the club membership at the  
Webster Groves Presbyterian Church.*

**So certified** by the Constitution / Bylaws Committee of the  
Rotary Club of Webster Groves.

*2025-26 Committee Members:  
Ann McReynolds; Richard (Dick) Peterson; Ron Hamberg;  
Jack LaBarge; and Chair Guillermo (Guillo) Rodríguez.*

**Attest:** Ryan Whittington, Club President 2025-26