**Article I. Board of Directors**

The governing body of this club shall be the board of directors (Board) consisting of members of this club, namely, three elected directors, the president, president-elect, president-elect nominee, secretary and treasurer, to be elected in accordance with Article II, Section 1, of these bylaws, and immediate past president.

**Article II. Election of Directors and Officers**

Section 1. At a regular meeting each year one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president-elect nominee and two directors. Nominations for secretary and treasurer shall be requested every three years upon expiration of the terms of those officers. The nominations will be presented by a nominating committee and by members from the floor. The nominating committee shall be composed of the following members: president-elect, immediate past president and president. The nominations duly made shall be voted on at the last meeting in December each year. The candidates for president-elect nominee, secretary and treasurer receiving a majority of the votes shall be declared elected. The two candidates for director receiving a majority of the votes shall be declared elected as directors. The new officers will assume office at the annual club picnic held in June following the December elections. The president-elect nominee will serve in that position for a period of one year and then will assume office as the president-elect. The president-elect will serve in that position for a period one year and then will assume office as the president.

Section 2.The officers and directors so elected, together with the immediate past president, shall constitute the Board.

Section 3.A vacancy in any office during the year shall be filled by action of the Board. An individual thus selected shall serve until the next regular election of the club.

**Article III. Duties of Officers**

Section 1. **President**. It shall be the duty of the president to preside at meetings of the club and of the Board and to perform other duties as ordinarily pertain to the office of president. The annual dues of the President shall be paid by the club in return for services to the Board.

Section 2. **President-elect**. It shall be the duty of the president-elect to serve as a member of the Board and to perform such other duties as may be prescribed by the president or the Board.

Section 3. **President-elect Nominee**. It shall be the duty of the president-elect to serve as a member of the Board and to perform such other duties as may be prescribed by the president or the Board.

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 semiannual reports of membership on I January and I July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary . The annual dues of the Secretary shall be paid by the club in return for services to the Board.

Section 5. **Treasurer**. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board, 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.

**Article IV. Meetings**

Section 1. *AnnuaI Meeting*. An annual meeting of this club shall be held on the last meeting in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2. The regular weekly meetings of this club shall be held on Thursday at noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4. Regular meetings of the Board shall be held each month at a time and place determined by the Board each year. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5. A majority of the directors shall constitute a quorum of the Board and recommendations shall be considered adopted if approved by a majority of the board members present at the meeting. At the discretion of the President, the Board may vote on items requiring Board action by either facsimile or e-mail voting. If the President chooses to seek approval from the Board in this manner, the motion under consideration shall be in writing, and shall be distributed to the Board prior to calling for the vote. After the votes of the Board have been received, the President shall promptly inform the Board members of the results of the voting.

**Article V. Fees and Dues**

The amount of the membership dues shall be determined annually by the Board. The membership dues shall be payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

**Article VI. Method of Voting**

The business of this club shall be transacted by voice vote, except the election of officers and directors when there is more than one nominee for an office. In that event the election shall be by ballot.

**Article VII. Committees**

Section 1 - The president shall, subject to the approval of the Board, appoint the following standing committees:

* + Club Administration
	+ Membership
	+ Public Image
	+ Rotary Foundation; and
	+ Service Projects

The board or president may appoint additional committees as needed.

Section 2 -The president shall be an ex officio member of all committees.

Section 3 — Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

**Article VIII. Leave of Absence**

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time. Semi-Annual dues to Rotary International and Annual dues to Rotary District 5440 will be due and payable during the approved leave, but the dues for local club expenses may be waived by the Board.

**Article IX. Finances**

Section 1. -The treasurer shall deposit all club funds in a bank, named by the Board.

Section 2. -All bills shall be paid by the treasurer or other authorized officer. Any expenditure in excess of $2,000.00 shall be approved by the president or other authorized officer.

# Section 3. -A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 4. -Officers having charge or control of club funds shall give bond, if required by the Board, for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 5. -The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 6: - 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.

**Article X. Method of Electing Members**

Section 1. The name of a prospective member, proposed by an active member of the club, shall be submitted to the Membership Chairman or a board member in writing on the form provided for that purpose.

Section 2. The Board shall ensure that the proposal meets all the membership requirements of the club constitution.

Section 3. The Membership Chairman will place the name of the proposed member in a membership book for examination by all members for two meetings of the club. If no objection is relayed to the Membership Chairman or to a board member, the individual will be approved for membership and shall be notified by the proposer of this action.

Section 4. Once approved, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name to be published to the club. Upon payment of the appropriate dues, the individual will be considered elected to membership.

Section 5. If three objections from current members are filed with the Membership Chairman or a board member, the Board shall vote on this matter at its next meeting.

If the Board approves the proposed member, despite the objections, that member shall be considered elected to membership upon payment of the appropriate dues.

Section 6. Following the election, the president shall arrange for the new member's induction and further orientation, and the club secretary shall issue a membership badge to the members and shall report such action to RI.

**Article XI. Membership Types**

Section 1. **Active Members -** Any person possessing the qualifications set forth in the Rotary constitution may be elected to active membership. Members should be adult persons of good character and good business or professional reputation.

Section 2. **Corporate Members** Casper Five Trails Rotary Club offers corporate memberships. A designee of a corporation can become eligible for corporate membership through the existing member approval process. Corporate Member designees shall pay full Rotary International dues, full District 5440 dues and the portion of Club dues that does not include the meals. The Corporate Member as an entity shall pay Club dues which include the cost of meals for one attendee. If more than one designee of the Corporate Member attends the same meeting, the additional members will each pay the guest fee for the meal. All Corporate Member designees will be reported to Rotary International and District 5440 as active members of the club.

Section 3. **Satellite Group Members** – These bylaws specifically include the Casper-Five Trails Satellite Group Addendum to the Club Bylaws attached hereto and made a part hereof. Satellite Group members are encouraged to attend the weekly meetings and will be charged the guest fee for a meal when attending. All Satellite Group members will be reported to Rotary International and District 5440 as active members of the club.

Section 4. **Senior Active Members -** When the aggregate of any member’s years of age and years of membership in one or more clubs is 85 years or more, the member may notify the club secretary in writing of the member’s desire to become a Senior Active member and said request shall be submitted to the board for approval. Senior Members shall pay full Rotary International dues, full District 5440 dues and Club dues, excluding any portion allocated for meals. Senior Active members are encouraged to attend the weekly meetings and will be charged the guest fee for a meal when attending. All Senior Active members will be reported to Rotary International and District 5440 as active members of the club.

**Article XII. 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 XIII. Order of Business**

* Meeting called to order
* Invocation and pledge
* Introduction of visiting Rotarians and guests
* Nominations for Rotarian of the Week
* Roasts and Boasts
* Committee reports, if any
* Unfinished business, if any
* New business, if any
* Correspondence, announcements and Rotary Information
* Program
* Adjournment

**Article XIV. 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 notice of such proposed amendment shall have been mailed or emailed 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.