

BYLAWS OF
The Rotary Club of Cheyenne, Wyoming Club #1129
(As Amended and Adopted on the 12th of May 2021)

ARTICLE 1 DEFINITIONS

1. Board: The board of directors of this club, including directors and officers.
2. Club: The Rotary Club of Cheyenne, also known as and doing business as Cheyenne Rotary Club.
3. Director: A director of this club's board.
4. In Good Standing: a member who has complied with their obligations of membership, including remaining current on dues.
5. In Writing: A communication capable of documentation, regardless of the method of transmission.
6. Member: A member, other than an honorary member, of this club.
7. Nominating Committee: Composed of the club's past presidents who are members of this club.
8. Officers: President, immediate past president, president elect, secretary and treasurer.
9. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the board for club board decisions.
10. RI: Rotary International.
11. Satellite club: A club whose members shall also be members of this club.
12. Year: The twelve-month period beginning 1 July.

ARTICLE 2 BOARD

The governing body of this club shall be its board of directors consisting of, at a minimum, the president, immediate past president, president-elect, secretary, treasurer and nine (9) directors. The Club, at its discretion, may elect additional directors according to Article 3.

ARTICLE 3 ELECTIONS AND TERMS OF OFFICE

Section 3.1 Nominating Committee. The president, or presiding officer, shall name the nominating committee chair from the committee's members. In October, the nominating committee shall nominate three (3) directors. The nominating committee shall also nominate a president, president-elect, secretary, and treasurer.

Section 3.2 Qualifications.

- A. Nominees for president and president-elect must be club members in good standing who have served at least one (1) year on the board.
- B. Nominees for secretary, treasurer, and directors must be a member of this club.

Section 3.3 Report of the Nominating Committee. The nominating committee shall report its nominations at the second regular meeting of the club in November.

Section 3.4 Election. At the Annual meeting held on the first regular meeting in December, the president will announce as the order of business the election of directors and officers for the year beginning at the first regular meeting in July following, and shall again read the report of the nominating committee; whereupon, the president, or presiding officer, shall also call for further nominations from the floor. The directors and officers receiving the majority of the votes cast shall there upon be declared elected and shall take office July 1.

Section 3.5 Resignation of Board Member. If any officer or director vacates their position during their term of office, the remaining members of the board appoint a replacement to serve the unexpired term.

Section 3.6 Resignation of Board Member Elect. If any officer-elect or director-elect vacates a position, the remaining members of the board will appoint a replacement.

Section 3.7 Replacement of Director Elected as Officer. In any case in which the members shall have elected an officer (president, president-elect, secretary or treasurer) whose term as officer shall coincide with one of the years of the three-year term to which previously elected as a director, such officer shall, at the time of assuming office, vacate the office of director and the board shall appoint a director to fill the unexpired term thus vacated.

Section 3.8 Terms of Office. The terms of office for each role are:

President – one year

President-elect – one year

Treasurer – one year

Secretary – one year

Director – three years with terms staggered such that 3 director terms expire each year.

Article 4 POWERS AND DUTIES OF THE OFFICERS AND BOARD MEMBERS

Section 4.1 President. It shall be the duties of the president to preside at meetings of the club and board of directors and to perform such other duties as ordinarily pertain to this office.

Section 4.2 President-elect. It shall be the duties of the president-elect to preside at meetings of the club and board of directors in the absence of the president and to perform such other duties as ordinarily pertain to this office. The president-elect prepares for his or her year in office and serves as a director, including proposing club service projects and related grant applications, club committees and chairpersons, goals and other plans, and the related annual budget, to the board in advance of the start of the year.

Section 4.3 Secretary. It shall be the duties of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club and board of directors, record and preserve the minutes of such meetings, make the required reports to RI, including the semi-annual reports of the membership, which shall be made to the secretary of RI, record the monthly report of attendance at the club meetings, which shall be made to the District Governor immediately following the last meeting of the month, make the annual state reporting as required to maintain in good standing, and perform such other duties as usually pertain to this office.

Section 4.4 Treasurer. It shall be the duties of the treasurer to have custody of all funds, to account and report for same to the club and to the board routinely and at any time upon demand by the board, to facilitate an annual examination of the financial statements, to ensure the proper filing of all state and local tax returns, and to perform such other duties as pertains to this office. Upon retirement from office, all funds, books or accounts, or any other club property in the treasurer's possession shall be turned over to the incoming treasurer or to the president.

Section 4.5 Immediate Past President. It shall be the duties of the immediate past president to serve as a director on the club board and assist with the transition in leadership.

Section 4.6 Directors. It shall be the duty of directors to serve on the club board and assist with club governance. Each director shall oversee club business or take on assignments as directed by the president. Each director shall be actively engaged with, and responsible for the accomplishments of, the committees and activities assigned to them. They shall assist the president in identifying committee chairs and members. They shall communicate regularly with those committees and ensure they are making adequate progress as appropriate on the various committee assignments. They shall report to the board on progress, accomplishments and any problems that require attention from the board.

ARTICLE 5 MEETINGS

Section 5.1 Annual Meeting. The club shall hold an annual meeting on the first regular meeting in December of each year to elect the officers and directors who will serve for the next Rotary year.

Section 5.2 Weekly Meetings. The club shall hold regular weekly meetings each Wednesday at 12:00 p.m. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members according to Article 7, Section 1 of the Constitution.

Section 5.4 Board Meetings. The board shall hold regular meetings at such times as the board may, from time to time, agree. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

ARTICLE 6 DUES AND FEES

Section 6.1 Dues. The membership dues shall be determined by the board and shall be

payable quarterly. Club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

Section 6.2 Delinquent Dues. The treasurer shall notify members that are two (2) quarters or more in arrears with dues that failure to pay in full within thirty (30) days from the date of the notification shall result in automatic termination of membership. Hardship situations may be brought before the board for consideration.

Section 6.3 Admission Fee. The board may set a membership admission fee. Transferring or former members will not be charged an admission fee.

ARTICLE 7 METHOD OF VOTING

The members of this organization may transact business by voice vote or alternative means as determined by the board for the efficient conduct of business and to maximize member participation.

ARTICLE 8 COMMITTEES

Section 8.1 Establishment of Committees. The board shall charge club committees with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. Most committees should operate under the supervision of a director who is responsible to communicate with and facilitate the activities of the committee. When feasible, the board should appoint committee members to the same committee for three (3) years to ensure consistency.

Section 8.2 Ad Hoc Committees. The board may appoint additional ad hoc committees as needed.

Section 8.3 President as Committee Member. The president shall be ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

Section 8.4 Committee Authorities. Each committee shall transact its business as is delegated to it in the standard operating procedures 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 made and approved by the board.

Section 8.5 Committee Chair. Each committee chair shall be responsible for regular meetings, ensuring standard operating procedures are current and activities of the committee; shall supervise and coordinate the work of the committees; and shall report to the board on all committee activities.

Section 8.6 Committee Duties. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year.

ARTICLE 9 FINANCES

Section 9.1 Budget. Before each fiscal year starts, the president-elect and treasurer 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 total expenditures for the respective purposes, unless otherwise ordered by the board.

Section 9.2 Deposit of Funds. The treasurer shall deposit all funds of the club in a local financial institution or institutions designated by the board.

Section 9.3 Disbursement of Funds. The treasurer shall pay all bills upon receipt of proof of encumbrance, provided such bills are payable within budgeted funds. Any other bill, prior to payment, shall require the approval of two other members of the board.

Section 9.4 Annual Examination of Financial Records. The board shall facilitate an annual examination of the financial statements conducted by a qualified person or entity independent of the board of directors.

Section 9.5 Financial Reporting. Club members will have available to them an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, shall be presented at the annual meeting.

Section 9.6 Indemnification. The club will participate in the insurance program provided through RI. The board may require officers having charge or control of funds to obtain a bond in order to insure the safe custody of club funds. The club shall pay the cost of any required bond.

Section 9.7 Reporting Period. The fiscal year for financial and tax reporting purpose is from 1 July to 30 June.

ARTICLE 10 METHOD OF APPROVING MEMBERS

Section 10.1 Proposal of Candidate for Membership. A member shall submit a candidate for membership to the club secretary by submitting a completed membership application form and application fee (if any). A transferring or former member of another club may be proposed to active membership by the former club.

Section 10.2 Notification to Club. The club secretary shall provide notification of membership proposal to the club members for a minimum of ten (10) days prior to submitting the proposal to the board. Objections raised by members should be communicated to the president within the ten-day notification period.

Section 10.3 Approval or Rejection of Candidate. After the notification period, the club secretary will formally submit the proposal of the prospective member to the board. The board shall ensure that the candidate meets all the membership requirements, shall consider any member objections, and shall approve or disapprove the membership proposal.

Section 10.4 Notification of Candidate. The board, through the club secretary, shall notify the proposing member and the candidate of its decision for membership.

Section 10.5 Start of Membership. Membership commences on the date a candidate is approved by the board.

Section 10.5 Resignation. Any member wishing to resign from this club shall do so in writing, addressed to the president or secretary.

Section 10.6 Honorary Members. The board may elect persons who have distinguished themselves by meritorious service in the furtherance of the Rotary ideal to honorary membership in this club. An active member may submit the name of a proposed candidate for honorary membership to the Board for their consideration and approval. The Board shall determine the fees, payment for lunches or activities, or the club's contribution toward the dues requirement for honorary members.

Section 10.7 Board Action Final. Board action for all membership proposals shall be final.

ARTICLE 11 SATELLITE CLUBS

Section 11.1 Satellite Club Purpose. This club may assist with the formation and operation of a satellite club. RI established satellite clubs as a temporary step to becoming a full, independent Rotary club. There is no time limit on the life of a satellite club. Like all Rotary clubs, satellite clubs hold regular meetings, have bylaws and a board, and get involved in community service projects. Satellite club members are Rotarians and members of the sponsor club. This club will provide advice and support if we sponsor a satellite club. Including assigning a board member as a satellite club sponsor.

Section 11.2 Establishment Procedures. At the time a satellite club is established the board sponsor and leaders from the satellite club should coordinate with the district and RI. There are many resources available from RI along with some specific rules and expectations that must be followed prior to official approval.

ARTICLE 12 RESOLUTION AND SUBSCRIPTION

Section 12.1 Consideration of Resolutions or Motions. This club shall commit no resolution or motion on any matter without the approval of the board. Such resolutions or motions, if offered at a club meeting, shall be referred, without discussion, to the board, which after having considered the matter, shall decide the issue.

Section 12.2 Subscriptions and Appeals. The board shall handle any appeal to the club, or to its members as Rotarians, for charitable or other subscriptions according to Section 12.1 of this Article.

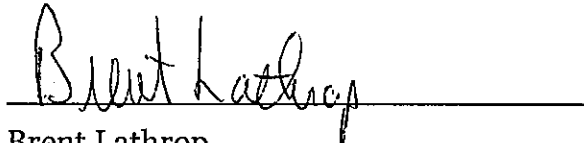
ARTICLE 13 AMENDING BYLAWS

Section 13.1 Bylaws. The Constitution is the defining document for the Club. Bylaws are the next highest level of documentation of Club operations. Bylaws shall be consistent with the constitution and bylaws of RI and District 5440 and with the

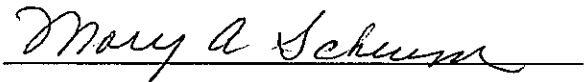
constitution of this club. Bylaws are generally established to facilitate the conduct of club business, and to describe duties and responsibilities of officers, board members and committees in that context. They may be suspended or amended as follows, unless otherwise specified in the Constitution.

- (a) The Bylaws may be suspended until the next annual meeting, or a vote by the club, by a 2/3 majority of the Board.
- (b) The Bylaws may be amended by a simple majority of members voting at any regular club meeting, provided that a quorum is present.

These bylaws were adopted at a regular meeting of the Rotary Club of Cheyenne on May 12, 2021.



Brent Lathrop
President



Mary Schwem
Secretary

