

**BYLAWS OF
THE ROTARY CLUB, CHEYENNE, WYOMING
CLUB #1129
(As Amended and Adopted October 15, 2014)**

ARTICLE I. PURPOSE & DIRECTION

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- **FIRST:** The development of acquaintance as an opportunity for service;
- **SECOND:** High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- **THIRD:** The application of the ideal of service in each Rotarian's personal, business, and community life;
- **FOURTH:** The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

The Four-Way Test

The Four-Way Test is a nonpartisan and nonsectarian ethical guide for Rotarians to use for their personal and professional relationships.

Of the things we think, say or do:

1. Is it the **TRUTH**?
2. Is it **FAIR** to all concerned?
3. Will it build **GOODWILL** and **BETTER FRIENDSHIPS**?
4. Will it be **BENEFICIAL** to all concerned?

ARTICLE II. DEFINITIONS & BOARD OF DIRECTORS

Section 2.1 Definitions

- (A) **Board:** The board of directors of this club. Directors shall serve for a term of three (3) years, beginning at the first regular meeting in July.
- (B) **Director:** A member of the board of directors.
- (C) **Member:** A member, other than an honorary member, of this club.
 - (1) *Active Members in Good Standing.* The Board of Directors shall determine the qualifications for active membership.

- (2) *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.

(D) RI: Rotary International

(E) Year: The fiscal twelve-month period that begins on 1 July.

Section 2.2 The governing body of this club shall be the Board consisting of a minimum of five (5) members of this club, namely, the President, President-elect, Secretary, Treasurer, and Past-President. The board, at its discretion, may elect additional directors according to **Article 3, Section 1.**

ARTICLE III. NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS

Section 3.1 Nominating Committee. The Nominating Committee shall be composed of the clubs Past Presidents. The President, or presiding officer, shall name the nominating committee chair. In October, the nominating committee shall nominate three (3) directors and any additional directors necessary to complete the full complement of directors. The nominating committee shall also nominate a President, President-Elect, Secretary, and Treasurer.

(A) Nominees for President and President-Elect must be club members who have served at least one (1) year on the Board of Directors.

Section 3.2 The nominating committee shall report its nominations at the second regular meeting of the club in November.

At 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 election shall be by voice vote, and the Directors and Officers receiving the majority of the votes cast shall there upon be declared elected and shall take office July 1.

Section 3.3 The Board shall fill any vacancy in the Board of Directors or any office occurring mid-year.

Section 3.4 In any case in which the Members shall have elected a President or President-elect whose term as President, President-elect shall coincide with one of the years of the three-year term to which previously elected as a Director, such President or

President-elect shall, at the time of assuming office as President or President-elect, vacate the office of Director and the Board shall appoint a director to fill the unexpired term thus vacated.

ARTICLE IV. DUTIES OF OFFICERS

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 shall be responsible for activities related to Rotary 101.

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 Rotary International, including the semi-annual reports of membership, which shall be made to the Secretary of Rotary International, 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, 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, accounting for same to the Club and routinely to the Board of Directors at any time upon demand by the Board of Directors 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. There shall be an annual review of the financial statements conducted by a person or entity independent of the board of directors.

Section 4.5 Past President. It shall be the duties of the Past President to chair the Rotarian of the Year Committee, be responsible for submitting the Club's nomination for the RI President's Citation and the District Governor's Citation, and other duties as indicated in the Past President Standard Operating Procedures document.

ARTICLE V. MEETINGS

Section 5.1 Annual Meeting. The Club shall hold an annual meeting on the second Wednesday in December of each year, for the purpose of elections.

Section 5.2 Weekly Meetings. The Club shall hold regular weekly meetings each Wednesday at 12:00 p.m. If a regular meeting falls on a legal or a local holiday or in case of the death of the Club President, or of an epidemic or of a disaster affecting the whole community, the Board may cancel such regular meeting. The Board, at its discretion, may cancel not more than two (2) regular meetings in any one Rotary year

for causes not otherwise specific herein, provided always the Club shall not fail to meet for more than two (2) consecutive meetings.

Section 5.3 Quorum.

(A) One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of this Club.

(B) A majority of the members of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors.

Section 5.4 The Board shall hold regular meetings at such regular times as the Board may, from time to time, agree.

ARTICLE VI. DUES AND FEES

Section 6.1 The membership dues shall be determined by the Board of Directors and shall be payable quarterly.

Section 6.2 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 notification shall result in automatic termination of membership. Hardship situations may be brought before the Board for consideration.

Section 6.3 The Board may set an admission fee. Transferring or former members will not be charged an admission fee.

ARTICLE VII. METHOD OF VOTING

The members of this organization may transact business by voice vote. The board may determine alternate means of voting to maximize member participation before an election or required vote of the membership by means of a board resolution.

ARTICLE VIII. COMMITTEES

Section 8.1 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. When feasible, the Board should appoint committee members to the same committee for three (3) years to ensure consistency.

Section 8.2 The Board may appoint additional ad hoc committees as needed.

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

Section 8.4 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 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 committee; and shall report to the board on all committee activities.

Section 8.6 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. It shall be the primary responsibility of the President-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

ARTICLE IX. METHOD OF ELECTING MEMBERS

Section 9.1 An active member of the club shall submit the name of a prospective member to the club secretary via a Rotary Club of Cheyenne Membership Application. A transferring or former member of another club may be proposed to active membership by the former club.

Section 9.2 The club secretary shall provide notification of prospective member to the membership ten (10) days following the submission of membership application.

Section 9.3 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 proposal meets all the membership requirements and shall approve or disapprove the proposal.

Section 9.4 The Board, through the club secretary, shall notify the proposer of its decision. The proposer shall inform the prospective member of final decision for membership.

Section 9.5 Resignation. Any member wishing to resign from this club shall do so in writing, addressed to the President or Secretary.

Section 9.6 Board Action Final. Board action shall be final.

Section 9.7 Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club.

ARTICLE X. FINANCES

Section 10.1 The Treasurer shall deposit all funds of the Club in a local financial institution as named by the Board.

Section 10.2 The Treasurer shall pay all bills by checks or electronically 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 the Board.

Section 10.3 The Board of Directors 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 10.4 At the beginning of each fiscal year, 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 of Directors shall stand as the limit of expenditures for the respective purposes, unless otherwise ordered by the Board of Directors.

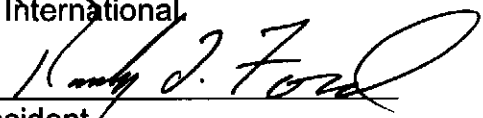
ARTICLE XI. RESOLUTION AND SUBSCRIPTION

Section 11.1 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 considering the matter, shall decide the issue.

Section 11.2 The Board shall handle any appeal to the Club, or to its members as Rotarians, for charitable or other subscriptions according to Section 11.1 of this Article.

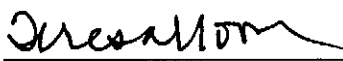
ARTICLE XII. AMENDMENTS

The Members may amend these bylaws at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all Members present, provided that notice of such proposed amendment shall have been provided for 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 constitution and bylaws of Rotary International.



President

Attest:



Secretary