

**Omaha/Suburban Rotary Club
Omaha, Nebraska**

**AMENDED AND RESTATED
BYLAWS**

ARTICLE I

MEETINGS

Section 1. Regular Meetings. The regular weekly meetings of this club shall be held on Thursday of each week at 12:00 Noon for the purpose of conducting any business that may come before the meeting. Appropriate notice of any change in the time or place of a meeting or the canceling of a regular meeting shall be given to all members of the club. All members, except honorary members or other members duly excused by action of the Board of Directors, must be counted as present or absent, and attendance must be evidenced by the member's presence for at least sixty percent of the time devoted to the regular meeting.

Section 2. Annual Meetings. The annual meeting of this club shall be held on the second Thursday of December of each year at 12:00 Noon. The election of officers to serve for the ensuing year and four directors to serve for three years commencing with the ensuing year shall take place at this meeting and such other business as shall properly come before the meeting.

Section 3. Quorum. The attendance of one-third of the membership shall constitute a quorum at any annual or regular meeting of this club.

Section 4. Method of Voting. A written ballot shall not be required for action on any matter coming before any meeting except as may be required by Article IV, Section 1.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors (hereinafter referred to as the board) shall be the governing body of this club; shall determine and implement the policies and objectives of this club; and, shall perform such other functions as are provided by the Constitution and Bylaws of this club and Rotary International.

Section 2. Number and Tenure. Eighteen club members shall constitute the board which shall consist of twelve directors duly elected in accordance with Article IV, Section 1, of these bylaws; the president; the president-elect; the secretary; the treasurer; the sergeant-at-arms; and, the immediate past president. Each elected director shall hold office for a term of three years or until his or her successor is duly elected, or if earlier, until his or her resignation as provided in Section 7 below or his or her death.

Section 3. Quorum. A majority of the members of the board shall constitute a quorum for the transaction of business at any meeting of the board and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

Section 4. Meetings. Regular meetings of the board shall be held on the third Monday of each month. Special meetings of the board may be called by the president in his or her sole discretion and shall be called upon the request of two members of the board.

Section 5. Organization. At each meeting of the board, the president, or in his or her absence, the president elect, or if both are absent, a director chosen by a majority of the board members present, shall act as chairperson. The secretary, or in his or her absence, a person who the chairperson shall appoint shall act as secretary and record the minutes of the meeting.

Section 6. Notice. Appropriate notice of any special meeting of the board shall be given at least three days prior thereto. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the sole purpose of contending that the meeting was not lawfully called or convened.

Section 7. Resignation. Any director may resign by giving written notice thereof to the board or to the president. Such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless the notice specifies otherwise, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Vacancies. Any vacancy occurring in the board shall be filled by action of a majority of the remaining directors. The term of the director so chosen shall be the unexpired term of his or her predecessor in office.

Section 9. Telephone or Electronic Meetings. Any regular or special meeting of the board may be held by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the member or members participating by such means.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of the board, or any other action which may be taken at a meeting of the board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE III

OFFICERS

Section 1. Number and Election. The officers of the club shall be: president; president-elect; secretary; treasurer; and, sergeant-at-arms. Such officers shall be elected in accordance with Article IV, Section 1.

Section 2. Term of Office. Each elected officer shall take office on the first day of July immediately following his or her election and shall serve for one year or until his or her successor is duly elected, or if earlier, until his or her resignation as provided in Section 3 below or his or her death. The president-elect shall serve in that capacity for one year and then serve as president for the year immediately following his or her year as president-elect.

Section 3. Resignation. Any officer may resign by giving written notice of such resignation to the board, the president, or, the secretary. Such resignation shall be effective when the notice is received or at such later time specified in the notice. Unless otherwise specified in the notice, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office shall be filled, for the unexpired portion of the term, by action of the board.

Section 5. President. It shall be the duty of the president to preside at meetings of the club and the board and to perform such other duties as may be prescribed by the board or as ordinarily pertain to the office of president.

Section 6. President-Elect. It shall be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president and to perform all duties incident to the office of president-elect and such other duties as may be prescribed by the board.

Section 7. Secretary. It shall be the duty of the secretary to keep the records of membership; record the attendance at meetings; send out notices of meetings of the club, board, and committees; record and preserve the minutes of such meetings; make the required reports to Rotary International; make the monthly report of attendance at the club meetings to the District Governor immediately following the last meeting of each month; collect and remit to Rotary International subscriptions to THE ROTARIAN; perform all other duties incident to the office of secretary; and, perform such other duties as may be assigned by the president or the board. By action of the board, some or all of these duties may be delegated to the executive director.

Section 8. Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for such funds to the club annually and at any other time upon demand of the board, and to perform such 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. By action of the board, some or all of these duties may be delegated to the executive director.

Section 9. Sergeant-at-Arms. It shall be the duty of the sergeant-at-arms to perform such duties as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

ARTICLE IV

ELECTION OF DIRECTORS AND OFFICERS

Section 1. Nominating Committee and Elections. Not less than sixty days prior to the annual meeting, the president shall appoint a Nominating Committee composed of not less than five members of the club, a majority of whom shall not be members of the board. The president shall designate the immediate past president to serve as chairperson of the Nominating Committee, or, if such person is unable to serve in that capacity, then the president shall designate a past president of his or her choice to serve in that capacity. It shall be the duty of the Nominating Committee to nominate, from the membership of the club, one candidate for each of the following positions: president-elect; secretary; treasurer; sergeant-at-arms; and, four

members of the board. These persons shall stand for election to their respective positions at the next annual meeting. These nominations shall be published in the club publication at least one month before the annual meeting. Additional nominations may be made by any ten members of the club in writing, with the written consent of the nominee, and shall be submitted no later than fourteen days prior to annual meeting. The president shall announce these nominations at any regular meeting of the club at least one week prior to the annual meeting. The election of officers and directors need not be by written ballot unless five or more members have filed with the secretary, not less than ten days prior to the annual meeting, a request that the election be by written ballot. If election by written ballot is duly requested, the form of the ballot shall be determined by the board with the candidates for each office listed in alphabetical order. The candidate for each office receiving the most votes shall be declared elected to his or her respective office. The four candidates for members of the board receiving the most votes shall be declared elected to the board.

Section 2. Commencement of Term. Persons elected in accordance with the preceding Section shall assume their duties on the first day of July immediately following their election.

ARTICLE V

EXECUTIVE DIRECTOR

The board shall engage the services of an executive director, who need not be a member of the club, who shall perform such duties as may be prescribed or authorized by the board or as may ordinarily pertain to such office. In addition to the authority to sign financial documents as prescribed in Article VIII, Section 2, the executive director may sign such other documents as may be appropriate or convenient to the accomplishment of club business, subject to such limitations as may be imposed by action of the board.

ARTICLE VI

FEES AND DUES

Section 1. Admission Fees. The admission fee, in an amount fixed by the board, shall be paid before an applicant can qualify as a member.

Section 2. Annual Dues. The membership dues, in an amount fixed by the board, shall be paid annually by the member on or before July 1, unless a member has made arrangements with the executive director on or before July 1 to pay membership dues on a monthly basis.

ARTICLE VII

COMMITTEES

Section 1. Committees. Except as provided in Article IV, Section 1, with respect to the appointment of a Nominating Committee, the president shall, subject to the approval of the board, appoint committees to be concerned with areas of Club Service, Vocational Service, Community Service, and International Service. In addition, the President shall, subject to the approval of the board, appoint such other committees, including a Membership Committee and a

Classification Committee, as he or she may deem appropriate for the effective accomplishment of the objects and purposes of this club.

Section 2. Committee Structure. Committees charged with responsibilities in the four areas of service listed in the preceding section shall have a chairperson who shall be appointed by the president and shall have not less than two other members. The chairperson, composition, and responsibilities of other committees shall be such as the president or the board may determine.

Section 3. Ex-officio Member. The president shall be an ex-officio member of every committee and shall have all the privileges of membership therein.

Section 4. Responsibilities. All committees shall devise and carry into effect plans which will guide and assist the club in the discharge of its responsibilities in the four areas of service and other activities consistent with and supportive of the programs and goals of this club and Rotary International.

ARTICLE VIII

FINANCES

Section 1. Deposits. All funds of the club shall be deposited in such banks or other depositories as the board may select.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, issued in the name of the club, shall be signed by any two of the following persons: president, president-elect, secretary, treasurer, or executive director. An annual compilation of funds shall be made unless an audit is directed by the board.

Section 3. Surety Bonds. Every officer having charge or control of funds, and the executive director, shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board shall determine. The cost of such bonds shall be borne by the club.

Section 4. Fiscal Year. The fiscal year of this club shall begin on July 1st and end on the following June 30th.

Section 5. Budget. At the beginning of each fiscal year, the board shall prepare, or cause to be prepared, and approve a budget of estimated income and estimated expenditures for the year. The approved budget shall stand as the limit of expenditures for the specified purposes unless otherwise ordered by the board.

Section 6. Additional Assessments. No additional assessments may be levied against the members of the club, except that, upon the board's recommendation, an additional assessment may be levied by the club at a regular meeting, by a three-fourths vote of those members present and voting, there being a quorum present, provided, the resolution approving the assessment and notice of the meeting shall have been published in the club bulletin prior to the meeting at which such vote was taken.

ARTICLE IX

ELECTION OF MEMBERS

Section 1. Proposal. Any active member of the club may submit, in writing on a membership proposal form provided by the club, the name of a prospective member. In addition, a transferring or former member of another club may be proposed for active membership by the former club. Any proposal by an active member or by a former club shall remain confidential until action by the board permits publication of the proposal.

Section 2. Referral to Committees. To assist the board in determining if the proposal meets classification and membership requirements, it shall refer the proposal to the Classification and Membership Committees for review and recommendation.

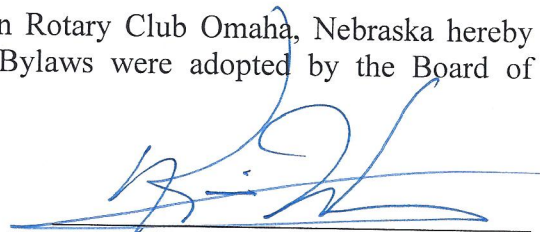
Section 3. Board Action. After reviewing the recommendations of the committees, the board shall determine whether the proposal shall be tabled, disapproved, or approved and the proposal published. In all events, the proposer shall be notified of the board's determination. If the proposal is published, and no written objections are received by the board within seven days following publication, the proposed membership shall be granted. If any written objection is filed by a member of the club within ten days following publication, the board shall re-examine the proposal and either sustain the objection and disapprove the proposal or overrule the objection and grant the proposed membership.

ARTICLE X

AMENDMENTS TO BYLAWS

These Bylaws may be amended, restated or repealed, and new Bylaws may be adopted, by the Board of Directors at any regular or special meeting of the Board of Directors, if at least three days prior written notice is given of intention to amend, restate or repeal these Bylaws or to adopt new Bylaws at such meeting.

The undersigned Secretary of Omaha/Suburban Rotary Club Omaha, Nebraska hereby certifies that the foregoing Amended and Restated Bylaws were adopted by the Board of Directors on June 20, 2016.


Kevin Welsh