

**BYLAWS
OF
THE OMAHA MORNING ROTARY CLUB**

**BYLAW I
BOARD OF DIRECTORS AND OFFICERS**

Section 1. Board of Directors. The governing body of this club shall be the Board of Directors consisting of the president, president-elect, secretary, treasurer, immediate past president, and three at-large members. The Board of Directors shall have authority to govern the club in all respects and as to all matters, except for the election of officers and at-large members, who shall be elected by the membership. The listing of specific powers of the Board in these Bylaws shall not constitute a limitation or exclusion of any other powers, and the Board may take any action deemed by the Board to be in the best interest of the Club, unless such action is specifically prohibited herein. The Board may request the vote of the membership on any other matter, in its discretion. All Board members and officers must be active club members in good standing at the time of their election and throughout their term, and upon failure to maintain such status, shall be deemed to have vacated their office unless the Board declares otherwise. The Board may employ an executive secretary and prescribe his or her job duties, and may employ other staff if deemed necessary.

Section 2. President. The president shall preside at all meetings of the club and the Board and perform such other duties as normally pertain to the office.

Section 3. President-Elect. The president-elect shall serve as a member of the Board of Directors of the club and perform such other duties as may be prescribed by the President or the Board. The President-elect shall fulfill the duties of the president during his or her absence or disqualification, and shall automatically succeed the president for the following year.

Section 4. Secretary. The Secretary shall work with the club's executive secretary to keep the club's records and minutes of meetings and to make the required reports to Rotary International' shall preside over the recognition of members and guests, the levying of fines, and social matters at the club's regular weekly meetings' and shall perform such other duties as normally pertain to the office or are assigned by the President or the Board.

Section 5. Treasurer. The Treasurer shall, with the assistance of the executive secretary, have custody of all funds, accounting for same to the club monthly and annually and at any other time upon demand by the Board, and shall perform such other duties as normally pertain to the office.

BYLAW II ELECTIONS

Section 1. Officers. The president-elect, secretary and treasurer shall be elected in December of the year preceding the commencement of their terms. The presidency shall be automatically filled by the preceding president-elect. All terms of officers shall commence on July 1 of each year, and shall be for one (1) year and until the successors take office.

Section 2. At-Large Members. The three at-large Board members shall be elected approximately one month prior to the commencement of their terms, and shall take office on July 1, for a three (3) year term. The three at-large positions shall be staggered so that one is elected each year.

Section 3. Vacancies. Vacancies occurring mid-term in any office may be filled by the Board, or may be submitted to the membership for election.

Section 4. Nominations. The Board shall nominate one or more members for each office and Board position to be filled, on or before the date of the election. Additional nominations may be made from the floor. The candidate receiving the highest number of votes for any office shall be elected. Voting may be by voice, show of hands, or written ballot as determined by the President.

BYLAW III MEETINGS

Section 1. Regular Weekly Meeting. The regular weekly meetings of this club shall be held on Tuesday of each week at 7:00 a.m., at a place to be designated by the Board, unless a cancellation, postponement or re-scheduling is declared by the President.

Section 2. Attendance. All members other than honorary members (or members excused by the Board of Directors) must attend at least sixty percent (60%) of the regular weekly meetings each calendar quarter, or attend a like number of other officially recognized Rotary meetings (meetings of other clubs, district or international meetings, bona fide committee meetings or club social functions, etc.). The Board shall have discretion to approve or disapprove any activity claimed toward the minimum attendance requirement, and to take any action it deems appropriate when a member fails to meet the minimum attendance requirement.

Section 3. Quorum. Those members in attendance shall constitute a quorum at any regularly scheduled or properly called meeting of this club or of the Board.

Section 4. Other Meetings. Regular meetings of the Board shall be held once each month at a time and place to be determined by the Board from time to time. No notice need be given of a regularly scheduled Board Meeting. Special, rescheduled, or relocated meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the Board, with notice to all Board members at least three (3) days in advance, in person or by deposit in the U.S. mail, postage prepaid.

BYLAW IV FEES AND DUES

Section 1. Initiation Fee. An initiation fee in an amount established by the Board, shall be paid before an applicant can qualify as a member.

Section 2. Dues. Membership dues shall be in an amount set by the Board, payable on the first day of July or under an installment plan approved by the Board, with the understanding that a portion of the dues shall be applied to each member's subscription to THE ROTARIAN magazine as required by Rotary International.

Section 3. Waivers and Refunds. Initiation fees and dues shall not be waived, refunded or transferred, unless approved by the Board upon a showing of extreme and extraordinary circumstances.

Section 4. Meeting Fees. All members and guests shall pay a meeting fee set by the Board, when attending any weekly meeting, except for guest speakers and guests of honor approved for non-payment by the President. Guest speakers shall not be paid a fee or honorarium by the Club.

Section 5. Assessments. The Board may make special assessments of members, or require membership participation in events for which payment is required, so long as all members are subjected to the same requirement, including all members of the Board.

BYLAW V COMMITTEES

The Board may establish such committees as it deems appropriate from time to time. Committee chairs and members shall be appointed or approved by the president. The president shall be an ex officio member of all committees and, as such shall have all the privileges of membership thereon. All committee activities shall be reported promptly and regularly to the Board.

**BYLAW VI
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 the meetings of the club or fulfilling other club requirements for a specified length of time. The granting of a leave, and any conditions on such leave, shall be within the sole discretion of the Board.

**BYLAW VII
NEW MEMBERS**

Section 1. Proposal. The name of a prospective member, proposed by an active member of the club or by the membership committee, shall be submitted to the Board in writing together with a completed application by the proposed member.

Section 2. Board Action. The Board shall, with the assistance of the classifications or membership committee (if desired), consider the eligibility of the proposed member including classification, and shall approve or disapprove the proposal. The proposer and proposed member shall be so notified.

Section 3. Publication and Approval. If the decision of the board is favorable, the name and classification of the proposed member shall be published to the club. If no objection to the proposal, stating reasons, is received by the Board from any member of the club within ten (10) days following publication, the prospective member, upon payment the initiation fee and first year dues (prorated if entering mid-term), shall be considered to be elected to membership. If any objection is received by the Board, it shall consider the same at any regular or special meeting of the Board and shall make a final decision whether or not to accept the new member.

**BYLAW VIII
LIABILITY AND INSURANCE**

No officer, director or member of the club shall be individually liable for any debt, obligation or liability of the club. The Board may purchase such insurance as it deems to be in the best interest of the club.

**BYLAW IX
AMENDMENTS**

These Bylaws may be amended at any meeting of the Board, by vote of a majority of all Board members then in office, provided that notice of such proposed amendment shall have been mailed to each Board member at least five (5) days before such meeting.

Adopted by the Board of Directors on July 14, 1993.

Jon R. Breuning, President
Russell D. Rupiper, Secretary