**By-laws of the Southwest Omaha Rotary Night Club**

**Article 1 Definitions**

1. Board: The Board of Directors of this club.

2. Director: A member of this club’s Board of Directors.

3. Member: A member, other than an honorary member, of this club.

4. Quorum: One-third of the club membership; a majority of directors for the Board.

5. RI: Rotary International.

6. Year: The 12-month period that begins on 1 July.

**Article 2 Board**

The governing body of this club is the Board consisting at a minimum of the president, president-elect, secretary, treasurer, membership chair and foundation chair.

**Article 3 Elections and Terms of Office**

Section 1 **—** One month prior to elections, members may nominate candidates for president, president-elect, secretary, treasurer, membership chair, foundation chair and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 2 **—** The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 **—**  **A vacancy on the Board or any office shall be filled by the remaining members of the Board.**

Section 4 **— A vacancy of any officer-elect position or director-elect position shall be filled by the remaining members of the Board-elect.**

Section 5 **—** Terms of office for each role are one year.

**Article 4 Duties of the Board**

Section 1 **—** President. The president shall preside at club and Board meetings.

Section 2 **—** President-elect. The president-elect shall prepare for their year in office and serve as a director.

Section 3 **—** Secretary. The secretary shall keep membership and attendance records.

Section 4 **—** Treasurer. The treasurer shall oversee all funds and provide annual accounting of these funds.

Section 5 **—** Membership Chair. The membership chair shall create and follow an action plan to attract and engage members.

Section 6 **—** Foundation Chair. The foundation chair shall inspire the club to give to the Foundation and participate in its activities.

Section 7 **—** Board members must attend district training events as required by their position.

**Article 5 Meetings**

Section 1 **—** Annual Meeting. An annual meeting of this club shall be held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 **—** The regular weekly meetings of this club are held on Tuesdays at 5:15. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3 **—** Board meetings are held the first Tuesday of each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors.

**Article 6 Fees and Dues**

Section 1 **—** **The admission fee, as established by RI and/or the club, shall be paid before the applicant can qualify as a member.**

Section 2 **—** **Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual dues shall be in the amount of** $508.00. **Membership dues shall be payable in accordance with the policies of the club as established by the Board.**

Section 3 **—** **Associate membership dues shall consist of $10.00 initiation fee; $20 monthly dues; $15 conversion fee to active member.**

**Article 7 Method of Voting**

The business of this club is conducted by voice vote or show of hands except for the election of officers and directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

**Article 8 Committees**

Section 1 **—** Club committees coordinate their efforts in order to achieve the club’s annual and long-range goals. Each club should have the following committees:
 • Public Relations
 • Service Projects
Section 2 **—** Additional committees may be appointed as needed.

Section 3 **—** The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 **—** Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board.The president or the Board shall refer additional business to a specific committee as needed.

Section 5 **—** Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities.

**Article 9 Finances**

Section 1 **—** Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2 **—** The treasurer shall deposit club funds in financial institution(s) designated by the Board.

Section 3 **—** Bills are paid by the treasurer or another authorized officer when approved by two other officers or directors.

Section 4 **—** A thorough annual review of all financial transactions shall be completed by a qualified person.

Section 5 **—** An annual financial statement of the club shall be provided to club members.

Section 6 **—** The fiscal year is from 1 July to 30 June.

**Article 10 Membership**

Section 1 **—** General Qualifications. This club shall be composed of adult persons of good character and good business, professional and/or community reputation. All persons with the aforementioned characteristics are welcomed to join the club, as long as their classification fits the parameters defined in the Club Constitution. A vote of members is not required. Prospective members shall fill out an application form and pay their club dues in order to be recognized as a member of the club.

Section 2 **—** Kinds. This club shall have three kinds of membership, namely: active, honorary, and associate.

Section 3 **—** Active membership. Active members may hold office and have voting rights. They will pay all fees and dues as noted in Article 6, sections 1 and 2.

Section 4 **—** Associate Membership. Associate members will pay fees and dues as noted in Article 6, sections 1 and 3. An individual may hold the term of associate member for a period of six months. No more than 1/3 of the club’s membership may be associate members. Associate members are not allowed to vote on club, district or RI matters. Associate members are not entitled to hold any club officer position but are encouraged to work with club committees. After a period of six months, the associate member must either join as an active member or terminate their membership. Active members may not convert their status to associate members.

Section 5 **—** **Honorary membership.**

(a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary’s cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.

 (b) Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

**Article 10 Resolutions**

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

**Article 11 Amendments**

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting, that a quorum be present for the vote, and that two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

These Bylaws were originally adopted by Incorporators and board on February 10, 2009.

These Bylaws were amended at the club meeting held on December 22, 2016.