**Bylaws**

**of the**

**Rotary Club of Evergreen**

**Article I. Name and Purpose**

**Section 1.** Name – The name of the Club shall be the Rotary Club of Evergreen, a non-profit organization incorporated under the laws of the State of Colorado and a Member of Rotary International.

**Section 2.** Purpose – In addition to the purposes set forth in Article 3 of the Club Constitution,1 a purpose of the Club shall be to~~:~~ support the Evergreen Rotary Foundation.

**Article II. Definitions**

As used in these bylaws, terms shall have the same meanings as defined in Article 1 of the Club Constitution. In addition, the following definitions apply:

a. Club - The Rotary Club of Evergreen

b. Interact – A service club for youth age, 14-18, sponsored by, and patterned after a Rotary Club. Specifically, the Evergreen High School Interact Club.

c. Officer – The President, President-Elect, Immediate Past President, Treasurer, Secretary, and Sergeant-at-Arms

d. RI – Rotary International

e. Rotaract – A Rotary-sponsored service club for young men and women age 18-30

f. Rule of 85 – A member will be deemed to have met the Rule of 85 when he or she has been a member of this club or another Rotary club for a combined total of at least 20 years, and his or her combined age and years of membership equals or exceeds 85 years. This status does not alter one’s type of membership (i.e., Active Member).

g. RYLA – Rotary Youth Leadership Awards

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¹The Club Constitution is prescribed by RI and is the same for all clubs.

**Article III. Membership**

**Section 1.** Eligibility – Any adult person who meets the general qualifications for membership as stated in Article 10, Section 1 of the Club Constitution may be considered for membership. Transferring and former members shall be considered, and dual membership shall be restricted, as provided in the Club Constitution.

**Section 2.** Selection – Prospective members may be referred by any current member of the Club. Any person who requests consideration without referral by a member will be considered referred by the Membership Chair.

1. Upon referral, the Membership Chair will request the prospective member to complete a membership application containing information pertinent to the selection process.
2. Upon receipt of the application, the Membership Chair will evaluate the prospective member’s character, business or professional standing, and community standing. As part of the evaluation, the Membership Chair will also classify the prospective member by business or profession and determine, consistent with the RI and Club Constitutions, whether the person’s selection for membership will help the Club achieve or maintain a membership profile which is representative of the community with respect to business and profession.
3. If the Membership Chair determines that the prospective member is of good character, and meets business or profession profile objectives of the Club, he or she will forward the prospective member’s application to the general membership for further consideration.
4. If no member objects within five (5) calendar days of receipt, the prospective member will automatically be considered approved.
5. If any member objects or requests further discussion within the allotted time, the prospective member’s consideration will be placed on the agenda for the next Board meeting.
6. Upon approval, the Membership Chair will schedule the prospective member for induction and introduce him or her to the general membership.

**Section 3.** Types of Membership – There shall be only two types of membership, Active and Honorary.

1. Honorary Members – The Board may from time to time elect persons to honorary membership, the qualifications for such status as provided in the Club Constitution.
2. Active Members – All members, other than Honorary Members, shall be Active Members of the Club.

**Section 4.** Meeting Attendance

(This section supersedes Article 12, and Article 15, Section 4 of the Club Constitution.)

1. Except as provided in b. and c. below, Active Members are expected to attend regular meetings of the Club.
2. Rule of 85 – Upon proper notification to the Board that a member meets the Rule of 85, such member will be exempt from meeting attendance expectations.
3. 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 for a specified period of time.
4. Members exempted from meeting attendance because they meet the Rule of 85 or because they are on an approved leave of absence will not be counted in Club attendance records as reported to RI.
5. Make-up Credit – A member who misses a regular meeting, but attends a regular meeting of another club, participates in a Rotary sponsored activity, or engages in other Rotary business within a period of 14 days before or after the date of the missed meeting, may request that make-up credit be given for the meeting missed. The request shall document the substitute activity using procedures acceptable to the Secretary.
6. After reasonable notice to the member, the Board may consider poor attendance as grounds for termination.

**Section 5.** Fees and Dues

1. No initiation fee shall be charged to new members.
2. Monthly membership dues, the amount to be established by the Board, shall be charged each member exclusive of Honorary Members. In cases where a member is married to another member, and/or in a domestic partnership with another member, the second member shall be charged one half of the regular member dues. Dues will be billed monthly by the Treasurer in advance of each month. Dues shall include the member’s subscription to the *Rotarian* magazine as required by RI. Subscription costs for Honorary Members will be borne by the Club.
3. Meal charges will be assessed each member for each general membership meeting regardless of the member’s attendance at such meeting; except that Honorary Members, members on approved leave of absence, and members meeting the Rule of 85 will be exempt from meal charges for meetings not attended.
4. The Board of Directors, at its discretion, may waive all or a portion of the fees and dues for the following Board members: President, Secretary, Treasurer, and Assistant Secretary. Such waiver shall be in consideration of the time commitment required of these positions.

**Section 6.** Rights and Responsibilities

1. Honorary members shall be accorded all rights of membership, and shall be notified of all activities of the Club the same as any other member, except that they shall have no vote and may not hold office.
2. Active Members shall have the right to participate in all Club activities and to vote in all Club matters which are acted upon by the general membership. Active Members shall also have the right to hold any office or position in the Club.
3. In addition to meeting attendance, Active Members are expected to participate actively in one or more Club committees, and conduct themselves at all times in a manner which reflects favorably upon the Club.

**Section 5.** Termination – Any member may be terminated by the Board for cause. All termination actions shall be handled as provided in the Club Constitution. Article 15, Section 4 of the Club Constitution shall not apply; however, poor attendance may be considered by the Board in termination decisions.

**Article IV. Board of Directors**

**Section 1.** Composition - The Board shall consist of sixteen (16) permanent members, fifteen (15) voting and one (1) non-voting, as follows:

1. President
2. President-Elect/Vice President\*
3. Immediate Past President
4. Secretary
5. Assistant Secretary (non-voting)
6. Treasurer
7. Sergeant-at-Arms
8. Chair, Membership Committee
9. Foundation Trustee
10. Member-at-Large
11. Chair, Club Service Committee
12. Chair, Community Service Committee
13. Chair, International Service Committee
14. Chair, Vocational Service Committee
15. Chair, Youth Services Committee
16. Chair, Publicity Committee

No Board member shall have more than one vote regardless of positions held. Directors holding shared positions shall share a single vote.

 (\* The President-Elect shall assume all functions normally the responsibility of the Vice President. Wherever the term “Vice President” is used in the Club Constitution or RI documents, it shall mean “President-Elect” for purposes of this Club.)

**Section 2.** Selection – Board members shall be selected as follows:

1. The President-Elect shall be elected by the general membership prior to December 1 of each year. During the month of November, a nominating committee consisting of at least three (3) past presidents, and chaired by the Immediate Past President, shall identify and evaluate potential candidates. An opportunity shall be afforded all members to nominate another member for consideration, or to express their own desire to be considered. The nominating committee shall evaluate the candidates taking into consideration their qualifications, time availability, and willingness to serve. Interviews shall be conducted and all evaluations shall be documented. Following the evaluation process, the nominating committee may put forth a single candidate as its recommendation for approval by the general membership, or a slate of candidates to be balloted. Voting by the membership may be done by paper ballot or show of hands during a general membership meeting, or by email as determined by the Board. One third of the membership shall constitute a quorum at such meeting and a majority of those present shall determine the winner. If voting is done by email, at least ten (10) calendar days shall be allowed for return of ballots. The majority of votes cast shall determine the winner.
2. The President-Elect shall automatically succeed to the office of President on July 1 following his or her term as President-Elect.
3. The President shall automatically succeed to the position of Immediate Past President in the year following his or her term as President.
4. The Assistant Secretary shall normally succeed to the position of Secretary in the year following his or her term as Assistant Secretary; however, this does not preclude the President-Elect from appointing the Secretary to a subsequent term.
5. In order to ensure the Board will function effectively as a team, all other Directors shall be selected by the President-Elect prior to assuming the office of President

**Section 3.** Terms of Office - The President, President-Elect, and Immediate Past President, shall serve for a period of one year. All other Board members shall serve for a period of time as determined by the President and/or President-Elect as appropriate. In selecting Board members and terms of office, the President and/or President-Elect shall consider the continuity of functions of each position.

**Section 4**. Vacancies – Vacancies on the Board shall be filled as follows:

1. Except as provided in b. and c. below, the President shall appoint a replacement to fill any vacancy which occurs on the Board of Directors during the year. Such appointment shall be made as soon as practicable after the vacancy occurs.
2. If a vacancy occurs in the office of President, the President-Elect shall immediately succeed to the position of President. Such action shall not serve to limit his or her term as President in the succeeding year.
3. If a vacancy occurs in the office of President-Elect, the President shall call an election to select a new President-Elect as soon as practicable after the vacancy occurs using the same process as originally used. In the interim, the President may designate any other Board member to serve as Acting President-Elect until such election has been held.

**Section 5.** Duties –

1. President – The President shall preside at all meetings of the Club and the Board, represent the Club at District and RI functions as appropriate, make appointments to fill Board vacancies that occur during the year, and be responsible for making day-to-day decisions for the Club not otherwise reserved for the Board.
2. President-Elect – The President Elect shall serve as Vice President of the Club and, in the absence of the President, assume all duties of that office. In addition, the President Elect shall be responsible for making all appointments of incoming committee chairs for the year in which the President Elect is to become President.
3. The Secretary – The Secretary shall maintain all attendance records, prepare and submit reports as may be required by RI or the District, prepare the agenda and minutes for Board meetings, order supplies and awards, and perform other duties as ordinarily pertain to the position of Secretary or as determined by the President.
4. Treasurer –The Treasurer shall have custody of all operating funds of the Club, and shall be responsible for the collection of dues and other charges on a quarterly basis. The Treasurer shall prepare a financial statement accounting for all funds, reporting findings to the general membership on an annual basis and to the Board as requested. The Treasurer shall also arrange for an annual audit of the books and accounts of the Club as provided in Article VII, Section 6. Upon vacating the office, the Treasurer shall turn over to his or her successor all records and other property of the Club in his or her possession.
5. Sergeant-at-Arms – The Sergeant-at-Arms shall be responsible for meeting set-up, collection of happy bucks and fines, and such other duties as may be assigned by the President.
6. Membership Chair - The Membership Committee Chair shall be responsible for the maintenance of all membership records and performing other duties pertaining to membership.
7. Other Committee Chairs – Committee chairs shall preside over all meetings of their respective committees, appoint all committee members and subcommittee chairs, and perform such other leadership functions which normally pertain to a chair position.
8. Board – The Board as a whole shall make all other decisions of the Club except those decisions reserved to the membership by these bylaws, including adoption of a new Club Constitution as prescribed by Rotary International. In the absence of action by the Board to adopt a new Constitution, the Constitution prescribed by RI shall be considered adopted on the effective date established by RI.

**Section 6.** Indemnification – The Club shall provide indemnification to its directors, officers, employees, and agents in accordance with and to the full extent provided by the applicable provisions of Colorado law.

1. Directors and Officers - The corporation shall indemnify each director and each officer of the corporation to the fullest extent permissible under the applicable provisions of the *Colorado Nonprofit Corporation Act*. Wherever indemnification is required for directors and officers of the corporation under the *Colorado Nonprofit Corporation Act*, said provisions will apply without in any way limiting the applicability of any express indemnification provided by these bylaws or articles of incorporation. Each director and each officer of the corporation who is or was a party to a proceeding may apply to the court for indemnification as provided by the applicable provisions of the *Colorado Nonprofit Corporation Act.*
2. Employees and Agents - The directors of the corporation may from time to time authorize the indemnification of employees or agents of the corporation who are not officers or directors to the extent not inconsistent with the *Colorado Nonprofit Corporation Act.*
3. Definitions - All terms used in this article shall have the meaning set forth in the applicable indemnification provisions of the *Colorado Nonprofit Corporation Act*. All references to the *Colorado Nonprofit Corporation Act* will also refer to the applicable provisions of the *Colorado Corporation Code*.
4. Insurance - The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted or incurred against such person arising out of his status as a director, officer, employee, fiduciary, or agent.
5. Limitation on Personal Liability - No director or officer shall be personally liable for, and the corporation shall indemnify any director or officer of the corporation against any expense or liability incurred by such officer or director in connection with any injury to person or property arising out of a tort committed by an employee or agent of the corporation unless such director was personally involved in the situation giving rise to the litigation or unless such officer or director committed a criminal offense. The protections afforded by this article, these bylaws and articles of incorporation shall not in any way restrict the other common law or statutory protections and rights held by any person including a director or officer.
6. Intent of Provision - This article is intended to provide to directors and officers of the corporation the fullest indemnification permitted by Colorado law, as the law may be amended from time to time.
7. Limitations - Notwithstanding any provision to the contrary, the corporation will not provide indemnification to its directors, officers, employees or agents to the extent that providing such indemnification would constitute an act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 (the “Code”). Moreover, the corporation shall not pay any tax imposed on a director or officer by Chapter 42 of the Code, except that the corporation shall indemnify any director or officer with respect to his defense in a judicial or administrative proceeding involving Chapter 42 or state laws relating to mismanagement of funds of charitable organizations if: (a) such expenses are reasonably incurred by him in connection with the proceeding, and (b) he is successful in such defense or such proceeding is terminated by settlement and he has not acted willfully and without reasonable cause with respect to the act or failure to act which led to liability for tax under Chapter 42 of the Code. Such indemnification, if applicable, shall include reasonable attorney’s fees and costs but not any taxes, penalties or expenses of correction.

**Article V. Meetings**

**Section 1.** General Membership

1. Frequency – General membership meetings will be held weekly at a regular time and location as determined by the Board. The membership shall be given as much advance notice as practicable whenever there are to be variations in the time or location, or whenever a regular meeting will not be held.
2. Conduct – The conduct of general membership meetings, including order of business, shall be at the sole discretion of the President consistent with general meeting protocols.
3. Quorum – One-third of the total membership shall constitute a quorum whenever voting occurs at a general membership meeting. No matter shall be voted upon at a general membership meeting unless it is first referred to the membership by the Board of Directors. If a quorum is not present, the matter may be deferred to another meeting, or the vote may be conducted by email.

**Section 2.** Board of Directors

1. Frequency – Board of Directors meetings will be held monthly at a time and location as determined by the President, unless the Board determines otherwise. Board members shall be given adequate notice of the time and place of such meetings.
2. Conduct – The conduct of Board meetings shall be at the discretion of the President consistent with general meeting protocols. In case of dispute, Roberts Rules of Order shall govern.
3. Quorum – A simple majority of the entire Board shall constitute a quorum. If a quorum is not present for a vote, the matter may be deferred until such time as a quorum is present, or it may be voted upon by email.

**Article VI. Committees**

**Section 1.** Standing Committees – The Club shall have seven standing committees, five of which align with RI’s Avenues of Service, as follows:

1. Club Service (Club Administration) – This Committee shall be responsible for all internal service to the Club to help it function successfully. Examples: meeting programs and speakers, awards, fundraising, and Family of Rotary.
2. Vocational Service – This Committee shall be responsible for all activities of the Club which promote high ethical standards in businesses and professions and foster the ideal of service in the pursuit of all vocations. Examples: Ethics in Business Award and vocational speakers.
3. Community Service (Service Projects) – This Committee shall be responsible for all service activities of the Club to improve the quality of life of those who live in the community. Examples: community service grants, blood drives, Operation WarmHeart, Salvation Army bell ringing, volunteer drivers for community events, adopt-a-highway program (Road Warriors), Easter Seals cabin maintenance, Preserve Planet Earth (recycling), literacy in the community (tutors), Habitat for Humanity, and trails maintenance.
4. International Service (Service Projects) – This Committee shall be responsible for all activities of the Club which advance international understanding, goodwill, and peace in the world, and which assist those in need. Examples: international service project grants, clean water, medical, literacy in the world, and Group Study Exchange (GSE).
5. Youth Service - This Committee shall be responsible for all activities of the Club which promote the ideals of Rotary and leadership development of youth in the community and internationally. Examples: Rotary Youth Exchange, Interact, Rotaract, RYLA, and Young RYLA.
6. Membership – This Committee shall be responsible for all membership related activities of the Club. Examples: recruitment, classification, membership records, and training (Red Badge Program).
7. Publicity (Public Image) – This committee shall be responsible for promoting and publicizing Club activities using the print media, social media, newsletters, website and such other means as deemed appropriate. It will also have responsibility for internal communications among club members.

**Section 2.** Ad Hoc Committees – Ad Hoc committees may be created from time to time by the President or Board to address specific topics such as individual events and activities of limited duration. The President shall designate a chair for all such committees.

**Section 3.** The chair of each committee shall select committee members in consultation with the President, and shall appoint subcommittees as necessary to carry out the functions of the committee.

**Section 4.** The President shall be an ex-officio member of all committees of the Club.

**Section 5.** All committees of the Club shall work in collaboration and partnership with similar committees of other clubs and RI to the extent appropriate to maximize effectiveness.

**Article VII. Finances**

**Section 1.** Operating Funds – All dues and fees collected shall be considered operating funds of the Club and shall be deposited by the Treasurer in a Bank to be named by the Board. Operating funds of the Club shall at no time be comingled with funds of the Evergreen Rotary Foundation.

 **Section 2.** Budget – At the beginning of each fiscal year, the Treasurer shall prepare for adoption by the Board, a budget of estimated income and estimated expenditures for the year, which shall limit expenditures for each purpose unless otherwise ordered by the Board.

**Section 3.** Financial Reports – The Treasurer shall prepare, and the Board shall approve, at least annually, a financial statement showing the current assets and liabilities of the Club. Such statement shall be posted on the Club’s website or otherwise be made available for review by the membership. The Board, at its discretion, may request the Treasurer to prepare financial statements at other times during the year as it determines necessary to monitor the financial health of the Club.

**Section 4.** Funds Maintenance – The Treasurer shall exercise careful stewardship over Club funds at all times, and shall notify the Board promptly when sufficient funds will not be available to meet obligations. The Treasurer shall also notify the Board promptly when the operating fund balance is significantly in excess of that needed to meet anticipated expenditures as contained in the approved budget, and shall recommend to the Board a course of action. In recommending such action, consideration should be given to adjusting the fees and dues, and/or transferring excess funds to the Evergreen Rotary Foundation for a purpose(s) to be specified by the Board.

**Section 5.** Payment of Bills/Signature Authority – All bills shall be paid promptly, and only by checks prepared by the Treasurer upon receipt of a voucher from a Club member authorized to make such expenditure, and signed by the President, or in the absence of the President, the President-Elect or a Past President as designated by the Board. Generally, Board members and other committee chairs will be considered authorized when the expenditures are of a routine nature and are within the scope of their normal duties. In the absence of the Treasurer, checks may be prepared by another individual designated by the Treasurer or President. In no case shall checks be prepared and signed by the same person.

**Section 6.** Financial Assessment: There shall be performed at least once per year a financial assessment of the books of the Club.  A financial assessment is an evaluation of financial controls and compliance.  **It is substantially smaller in scope than an audit or review and contain the elements of an assessment as outlined in the Memorandum of Understanding of the Rotary International Foundation Committee.** Such assessment shall be performed by a committee of members of the Rotary Club of Evergreen who shall be appointed by the President of the Rotary Club of Evergreen.  Such committee shall thereupon be under a duty to report the results of said assessment to the members of the Rotary Club of Evergreen.  All books and records of the Corporation shall be open for inspection at reasonable times, by the members of the Rotary Club of Evergreen.

**Section 7.** Bond – Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of funds of the Club. The cost of such bond shall be borne by the Club.

**Article VIII. Conflict of Interest**

In general, the Club shall avoid conflicts of interest in all of its business transactions. It shall not enter into business transactions for goods or services with Club members, or persons related to Club members, without fair consideration of comparable goods and services which might be provided by other Club members or persons related to them. If conflict arises among Club members over business opportunities with the Club, the Club shall resort to appropriate competitive practices in the selection of its suppliers.

The Club shall also avoid conflicts of interest in awarding of grants. If a member has a direct interest in an organization under consideration as a grant recipient, that member shall recuse himself or herself in the selection process.

**Article IX. Amendments**

These bylaws may be amended at any regular meeting of the membership, a quorum being present, by a vote of two-thirds of the members present, provided that notice of such proposed amendment shall have been given to each member at least ten days prior to such meeting. At the discretion of the Board, voting on proposed amendments to these bylaws may also be conducted by email, provided that at least ten (10) calendar days are allowed for returning electronic ballots. No amendment or addition to these bylaws may be made which is inconsistent with the Club Constitution and the Constitution and Bylaws of RI.