**Bylaws of The Rotary Club of Aurora**

**Aurora, Colorado**

**Article I Election of Officers and Directors**

**Section 1 *Nominations for Officers and Directors.*** Prior to the meeting for election of Officers and Directors, the President shall appoint a Nominations Committee and ask for nominations by members of the Club for President Elect, Vice President (if a current Board position), Secretary, Treasurer, Assistant Treasurer, Sergeant-At-Arms, and any other designated Officers or Directors in November. The nominations shall be presented to the Nominations Committee. The nominees selected by the Nominations Committee shall be approved or disapproved by a vote of the Club at a Club meeting prior to December 31st of each year. Elections will be determined by a simple majority of members present at a meeting with a quorum. A quorum is one third of the total number of Club members.

**Section 2 *Officers and Directors.*** The Officers of the Club are President, President-Elect, Immediate Past President, Vice President (if filled), Secretary, Treasurer, Assistant Treasurer, and Sergeant-At-Arms.

The Directors of the Club are the Membership Director, Community Service Director, Club Service/Vocational Service Director, International Service Director, New Generations Director. Optional Director positions may include a Public Relations Director, a Fundraising Director, and a Technology Director. The Officers and Directors shall constitute the Board of Directors (Board) of the Club.

**Section 3 *Vacancies on a current Board.*** A vacancy on the Board shall be filled by action of the remaining Board.

**Section 4 *Vacancies on Board-Elect positions.*** A vacancy in the position of any officer-elect or director-elect shall be filled by the remaining members of the Board-elect.

**Section 5 *Board terms.*** Officers shall serve a term of one year. Directors shall serve a term of two years.

**Article II Board of Directors**

**Section 1 *Governance.*** The governing body of this Club shall be the Board of Directors (Board) consisting of the Officers and Directors elected in accordance with Article I, Section 1 of these Bylaws including the President, Immediate Past President, President-Elect, Vice President (if filled), Secretary, Treasurer, Assistant Treasurer, Sergeant-At-Arms, and any other Officers and Directors as designated by the Board. There shall be at least six Directors on the Board and each Director, as their specific title indicates, will be a chair of their respective standing committee. The Finance Committee shall be chaired by the Treasurer. A minimum of two Directors shall be elected each year.

**Section 2 *Authority of the Board.*** In accordance with Article 11, Section 2 of the Standard Rotary Club Constitution, the Board has general control over all Officers, Directors, and Committees. For good cause, the Board may declare any office vacant.

**Section 3 *Board Action Final.*** In accordance with Article 11, Section 3 of the Standard Rotary Club Constitution, in all Club matters, the decision of the Board is final, subject only to an appeal to the Club. However, when the Board decides to terminate membership, the members may appeal to the Club. An appeal to a Board decision requires a two-thirds vote of the members present at a regular meeting specified by the Board, provided that a quorum is present, and the Secretary has given notice of the appeal to each member at least five days before the meeting. The Club’s action on an appeal is final.

**Article III Duties of Officers**

**Section 1 *President.*** It shall be the duty of the President to preside at meetings of the Club and to perform such other duties as ordinarily pertain to the Office of President. The Club President automatically becomes a Trustee on the Board of Trustees for the Aurora Rotary Foundation.

***Section 2 Immediate Past President.*** The Immediate Past President serves as an Officer on the Board of Directors and will perform such duties as may be prescribed by the President or the Board. Additionally, the Immediate Past President provides guidance, mentorship, and historical perspective for the Board. The Immediate Past President is automatically a Trustee on the Board of Trustees for the Aurora Rotary Foundation.

**Section3 *President-Elect.*** It shall be the duty of the President-Elect to serve as a member of the Board and to perform such other duties as may be prescribed by the President or the Board. The President-Elect shall succeed to the office of President the following year. The President-Elect shall, prior to becoming President, perform the following tasks: Meet with the Directors that will chair committees once the President-Elect becomes President and establish goals for the Club and for each standing committee; meet with the current and incoming Treasurers and Assistant Treasurers to build a budget for the upcoming term as described in Article IX, Section 5 of these Bylaws; attend PETS training; meet with the Chair of the Foundation Board and become familiar with the operation of the Foundation.

**Section4 *Vice President.*** If this position is filled, it shall be the duty of the Vice President to serve as a member of the Board and to perform such other duties as may be prescribed by the President or the Board. The Vice President shall succeed to the office of President-Elect the following year.

**Section5 *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 to the Club, Board, and Committees, record and preserve the minutes of such meetings, make the required reports to Rotary International and to our Rotary District per Rotary established reporting requirements.

**Section6 *Treasurer.*** It shall be the duty of the Treasurer to have custody of all funds, accounting same to the Club at least annually and at any other time upon demand by the Board and to perform such other duties as pertaining to the office of Treasurer. The Treasurer shall be the chairperson of the Finance Committee. Upon retirement from office, the Treasurer shall coordinate with the incoming Treasurer a transfer of all financial records which shall be maintained in the Club’s storage area in the Town Center Mall. The Treasurer automatically becomes a Trustee on the Board of Trustees for the Aurora Rotary Foundation.

**Section7 *Assistant Treasurer.*** It shall be the duty of the Assistant Treasurer to assist the Treasurer and to fill in when the Treasurer is unable to do the assignment and other duties as assigned by the President. In the event that the Treasurer is unable to serve as a Trustee on the Board of Trustees for the Aurora Rotary Foundation, the Assistant Treasurer may be called upon to fill the Treasurer’s Trustee position on the Board of Trustees for the Aurora Rotary Foundation.

**Section8 *Sergeant-at-Arms.*** It shall be the duty ofthe Sergeant-at-Arms to maintain order at meetings, collect Happy Bucks, and any other duties as prescribed by the President or the Board.

**Article IV Directors’ Duties/Committees**

**Section 1 *Assignment of Directors.*** The Nominations Committee and the current President-Elect will determine which nominees will be placed with which committee. Each Director will chair a committee and it will be the responsibility of each Director to solicit members of the Club to serve on their committee. Directors who chair standing committees shall refrain from being members of other standing committees unless necessary and with the approval of the President. Directors may serve on temporary committees in addition to their own committee.

**Section 2 *Standing Committees.*** Consistent with the Avenues of Service, the following committees are standing committees:

Club Service/Vocational Service Committee

Community Service Committee

International Service Committee

New Generations Committee

Membership Committee

Finance Committee (chaired by Treasurer)

**Section 3 *Additional Committees (Optional)*** Other committees shall be established as needed and they may be permanent or temporary committees. Permanent committees shall be chaired by additional Directors with the exception of the Finance Committee which will be chaired by the Treasurer. When additional Directors are elected, these committees should become permanent committees and chaired by the additional Directors:

Public Relations Committee

Fundraising Committee

Special Events Committee

Temporary Committees that are required for projects will have a committee chair selected by the President as needed.

**Section 4 *Committee Directors.*** The President shall be an ex officio member of all committees and shall have all the privileges of membership thereon.

Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the President or by action of the Board. Except where special authority is given by the Board, such committees shall not take action until a report or proposal has been made to and approved by the Board.

Where feasible and practical in the appointment of standing committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members for a two-year term.

**Section 5 *Club Service/Vocational Service Committee.*** This committee shall, in alignment with the President’s goals, devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to Club Service and Vocational Service. The chair of this committee shall be responsible for regular meetings of the committee and shall report to the Board on all Club Service activities. This committee shall also devise and carry into effect plans which will guide and assist members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations.

**Section 6 *Community Service Committee.*** This committee shall, in alignment with the President’s goals, devise and carry into effect plans which will guide and assist members of this club in discharging their responsibilities in their community relationships. This committee will identify community service opportunities that our Club members can participate in. The chair of this committee will supervise and coordinate the community service activities of the Club and report these activities to the Board.

**Section 7 *International Service Committee.*** This committee shall, in alignment with the President’s goals, devise and carry into effect plans which will guide and assist members of this club in discharging their responsibilities in matters relating to International Service. This committee may explore opportunities for the Club or individual members to participate in International Service projects. The chair of this committee shall report on any activities related to International Service to the Board.

**Section 8 *New Generations Committee.*** This committee shall, in alignment with the President’s goals, devise and carry into effect plans which will guide and assist members of this club in discharging their responsibilities in matters relating to our youth. This committee recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in the community and international service projects and exchange programs that enrich and foster world peace and cultural understanding. The chair of this committee shall report any activities related to youth service to the Board.

**Section 9 *Membership Committee.*** This committee shall, in alignment with the President’s goals, devise and carry into effect plans which will retain existing members and recruit new members to this Club. This committee will be responsible for completing the process that prospective members will go through to become members of this Club. The process is described in the Operational Guidelines for this Club. The chair will establish and maintain a list of Club members that are interested in being mentors to new members. The chair will pair a new member with a mentor to assist in getting the new member through the Red Badge process. This committee is also responsible for keeping members engaged in various Club efforts as a way to retain our membership.

The chair of this committee shall report any activities related to Membership to the Board.

**Section 10 *Finance Committee.*** This committee shall, in alignment with the President’s goals, devise and carry into effect plans which will guide and assist members of this club in discharging their responsibilities in matters relating to adhering to an annual budget. This committee shall support the Treasurer and Assistant Treasurer as necessary. This Club has utilized the services of a bookkeeper to track and maintain our Club’s revenue and expenses. The Finance Committee will rely on the historical data provided by the Club’s bookkeeper as a tool to assist in developing each year’s budget.

The chair of the Finance Committee (the Treasurer) shall report information to the Board concerning the Club’s finances and make the Board aware of any concerns regarding the status of the budget relative to our expenditures.

**Article V Meetings**

**Section 1 *Annual Meeting/Installation of Officers and Directors.*** An annual meeting of this Club shall be held within thirty (30) days of July 1st each year, at which time the Officers and Directors elected to serve for the ensuing year shall be installed.

At the Annual/Installation Meeting, the outgoing President shall give the oath of office to the incoming President. The new President shall then give the oath of office to the new Officers and Directors.

**Section 2 *Regular Meetings.*** The regular weekly meetings of this Club shall generally be held on the first, second, and fourth Wednesdays at 12:15pm at a location as determined by the Board. In place of the meeting on the third Wednesday, an alternate activity may be scheduled during the third week, and the date, time, and location will be announced to the Club. Due notice of any changes in or canceling of any meeting or scheduled alternate activity shall be given to all members of the Club through Clubrunner.

**Section 3 *Attendance.*** Attendance requirements are defined in Article 10 of the Standard Rotary Club Constitution. Attendance will be taken at every regular Club meeting and recorded by the Secretary. Members are encouraged to attend meetings as they can.

The Standard Rotary Club Constitution contains a section in Article 10, Section 7 (Exceptions) allows Rotary Clubs to create exceptions to the stated attendance requirements. As such, the Rotary Club of Aurora recognizes that holding meetings at lunchtime on a weekday for many members creates a barrier to recruiting professionals to join this Club. Therefore, the Rotary Club of Aurora waives mandatory meeting attendance requirements so long as a member stays current with their dues. For the purpose of this section, a member will be considered delinquent with their dues if non-payment reaches Phase 3 of the Past Due and Reinstatement Policy of the Operational Guidelines and Procedures document adopted by the Rotary Club of Aurora.

**Section 4 *Board Meetings.*** Regular meetings of the Board shall be held, generally monthly, as designated by the President. Special meetings of the Board shall be called by the President whenever deemed necessary, or upon the request of two members of the Board, due notice having been given. Any Officers or Directors from the Club Board of Directors that also serve as a Trustee on the Board of Trustees must abstain from voting as a Club Board Member on any issues relating to the Aurora Rotary Foundation.

**Section 5 *Quorums.*** The quorum for regular meetings shall be one third of the membership. The quorum for a Board meeting shall be a simple majority of the Board.

**Article VI Fees and Dues**

**Section 1 *Fees*.** New member application fees will be set by the Board and shall be paid before an applicant can qualify as a member. The Board may from time to time vote to waive the application fee for a period of time. Fees will be recorded in the Club’s Operating Procedures.

**Section 2 *Dues*.** The membership dues and membership categories will be as set by the Board and recorded in the Club’s Operating Procedures. Dues are paid quarterly by each member. Membership categories that have more than one person associated with a membership such as Family and Corporate memberships will include District and International dues plus Club fees for each member listed with the membership.

**Article VII Method of Voting**

The business of the Club shall be transacted by a voice vote unless otherwise determined by the Board.

**Article VIII 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 length of time. The Board determines a set fee that will be assessed during the leave of absence and paid quarterly.

**Article IX Finances**

**Section 1 *Depositing Funds.*** The Treasurer or Assistant Treasurer will be responsible for depositing all funds of the Club into a bank to be named by the Board. In the case of special events, the Committee Chair responsible for coordinating the event will track revenues and expenses for the event. The Committee Chair may either deposits funds from the event to the bank or they may pass the funds to the Treasurer to make the deposit.

**Section 2 *Club Credit Cards.*** The Club recognizes that certain Board positions require an Aurora Rotary Club credit card to facilitate the payment of certain expenses. The only people authorized to have an Aurora Rotary Club credit card are the Treasurer, Assistant Treasurer, and Club Service Director. Whenever anyone occupying one of these positions finish their term, they must immediately surrender their credit card either to the incoming President or incoming Treasurer.

**Section 3 *Payment of Club Bills.*** All bills for the Club shall be paid by check, credit card, or electronic payment. Payment of bills for expenses that are budgeted expenses required to carry on the business of the Club may be approved and paid by the President, Treasurer, or Club Service Director. Expenses that have not been specifically budgeted and expenses that include sponsorship of an event or attendance at an event **must have prior Board approval for purchase and payment.**

The Board may utilize the services of a qualified person to maintain records of the financial transactions of the Club. The Board will be provided with the appropriate reports which give members of the Board sufficient information to ensure that the spending of the Club is consistent with the approved budget. These reports will be provided monthly prior to each Board meeting.

**Section 4 *Fiscal Year.*** The fiscal year for the Club will align with the terms of office for the Board. Therefore, the fiscal year shall begin on July 1st of each year and will run through June 30th and for the purpose of collecting dues, will be divided into four quarters beginning on July 1st.

**Section 5 *Preparation of Annual Budget.*** During the 4th quarter of the Club’s fiscal year, the President-Elect shall prepare or cause to be prepared, a budget in consultation with the Finance Committee. The budget will be based on estimated income and estimated expenditures for the coming fiscal year. This budget shall be approved by the Board and shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board. The Board should have a balanced budget that is closely adhered to.

**Article X Membership in The Rotary Club of Aurora**

**Section 1 *Types of Memberships.*** The Rotary Club of Aurora has three types of memberships available to new members which are: Individual Membership (can be either a basic level, premium level or Senior level); Corporate Membership; and Family Membership. The Board has the responsibility to review and modify, if necessary, the types of Membership levels and the dues structure.

**Section 2 *Acceptance of New Members***

Acceptance of members into the Rotary Club of Aurora is not automatic. The final decision to accept or reject a prospective member lies with the Board. The process for membership is provided in the Club’s Operational Guidelines.

**Section 3 *General Qualifications***

This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess a good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Members must either reside or work within the City of Aurora. Exceptions may be made if the prospective member can demonstrate strong ties to the City of Aurora. Members who met these geographic requirements when they initially joined the Club but no longer live or work in Aurora, are grandfathered so long as their membership status is kept current.

**Article XI Resolutions**

No resolutions or motion to commit this Club on any matter shall be considered by the Club membership until it has been considered by the Board. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

**Article XII Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that such proposed amendment shall have been provided to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the Club constitution and with the constitution and bylaws of Rotary International.

**Article XIII Operational Guidelines and Procedures**

The Club will keep a set of operational guidelines and procedures on file that will govern how The Rotary Club of Aurora is administered.