

Bylaws of the Rotary Club of Derby, Kansas, U.S.A.

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. RI: Rotary International.
5. Year: The twelve-month period that begins on July 1.

Article 2 Board

The governing board shall consist of 9 members of this club, namely, president, president-elect, vice-president, secretary, treasurer, immediate past president, and 3 directors.

Article 3 Election of Directors and Officers

Section 1 - At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall present a slate of officers including president, president-elect, vice-president, secretary, treasurer, and 3 directors. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, president-elect, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 3 candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-nominee elect upon the election of a successor.

Section 2 - The officers and directors, so elected, together with the immediate past president shall constitute the board. The directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 3 - A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 4 Duties of Officers

Section 1 - President. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

Section 2 - *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 other duties as ordinarily pertain to the office of president-elect.

Section 3 - *Vice-President*. It shall be the duty of the vice-president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 4 - *Secretary*. It shall be the duty of the secretary to keep membership records; send out notices of club, board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, report changes in membership; and perform other duties as usually pertain to the office of secretary.

Section 5 - *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for them to the club annually and at any other time upon demand by the board, and to perform 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.

Section 6 - *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

Article 5 Meetings

Section 1 - *Annual Meeting*. An annual meeting of this club shall be held in December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 - The regular weekly meetings of this club shall be held on Fridays at noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3 - One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 - Regular meetings of the board shall be held monthly at a place and time determined by the board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 - A majority of the directors shall constitute a quorum of the board. (5)

Article 6 Fees and Dues

Section 1 - The membership dues shall be determined by the board, payable on a schedule prescribed by the board.

Article 7 Method of Voting

The business of this club shall be transacted by viva voce vote. The board may determine that a specific resolution be considered by ballot rather than by viva voce vote.

Article 8 Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees are as follows:

- **Membership**

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- **Club Public Relations**

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

- **Club Administration**

This committee should conduct activities associated with the effective operation of the club.

- **Service Projects**

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

- **The Rotary Foundation**

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

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- **Nominating Committee**

This committee shall solicit and nominate club members for election to the board. This shall be a four-member committee consisting of the current club President, the President-elect, and the two most recent Past Presidents who remain active club members in good standing.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.

(c) 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 10 *Duties of Committees*

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 11 *Finances*

Section 1 - Prior to the beginning of each fiscal year, the board shall adopt a budget of estimated income and expenditures for the year.

Section 2 - The treasurer shall deposit all club funds in a financial institution, named by the board.

Section 3 - A thorough review of all financial transactions by a qualified person may be made once each year at the request of the board.

Section 4 - The fiscal year of this club shall extend from July 1 to June 30 .

Article 12 *Method of Electing Members*

Section 1 - The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 - The board shall ensure that the proposal meets all the membership requirements of the standard Rotary club constitution.

Section 3 - The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4 - If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership.

Section 5 - Following the election, the president shall arrange for the new member's induction, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI.

Section 6 - The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 14 *Resolutions*

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion

Article 15 *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 notice of such proposed amendment shall have been sent to each member at least ten (10) days before such meeting.