

## **Bylaws of the Cheyenne Rotary After Hours Club**

### **Article 1. Definitions**

1. Board: The Board of Directors of this club.
2. Club Foundation: The foundation of this Club, organized as a separate entity, whose purpose is to support the activities and programs of this Club. It shall be separate from the foundation of Rotary International.
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. Quorum: One-third of the club membership; a majority of directors for the Board.
6. RI: Rotary International.
7. 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, immediate past president, president-elect, secretary, treasurer, and directors.

### **Article 3. Elections and Terms of Office**

**Section 1** — One month prior to elections, members may nominate candidates for president-elect, secretary, treasurer, and any open director positions. Nominees for president-elect must be club members who have served at least one year on the Board. The nominations may be presented by a nominating committee, by members from the floor, or both. The president-elect shall automatically move to the presidency after his/her term as president-elect. The president shall automatically move to the role of immediate past president after his/her term as president.

**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. In any case in which a director is elected as an officer, the director position shall be declared vacant and a member shall be selected by the Board to fill the unexpired term of the director. In any case where the secretary or treasurer is elected as president-elect and

there is an additional period remaining on his/her term of office, the office shall be declared vacant and a member shall be selected by the Board to fill the unexpired term of office.

**Section 4** — Terms of office for each role are as follows:

1. President — The president shall serve a one (1) year term as president. Upon completion of his/her term as president, he/she shall automatically move to the role of immediate past president.
2. Immediate Past President — The immediate past president shall serve a one (1) year term as immediate past president.
3. President-Elect — The president-elect shall serve a one (1) year term as president-elect. Upon completion of his/her term as president-elect, he/she shall automatically move to the role of president.
4. Secretary — The secretary shall serve a two (2) year term as secretary. The office of secretary shall be elected in even numbered years. No individual may serve as secretary for more than three (3) consecutive terms.
5. Treasurer — The treasurer shall serve a two (2) year term as treasurer. The office of treasurer shall be elected in odd numbered years. No individual may serve as treasurer for more than three (3) consecutive terms.
6. Director — Each director shall serve a three (3) year term as director. Terms of directors shall be staggered such that they are not all renewed in the same year and that at least one director's term is renewed each year. No individual may serve as a director for more than two (2) consecutive terms.

**Article 4. Duties of the Board**

**Section 1** — *President.* The president shall serve as a voting member of the Board and shall preside at club and Board meetings. The president shall have such duties and powers as are usually exercised by and pertain to this office. The president shall appoint all committees unless otherwise ordered by the Board or by action taken at a membership meeting and shall be a member with voting power on all committees. He/she may call special meetings of the Board or Club. He/she shall have authority to deal with such matters as are placed in his/her hands by the Board or by action taken at a membership meeting. The president shall be an authorized signer on all Club accounts.

**Section 2 — Immediate Past President.** The immediate past president shall serve as a non-voting member of the Board. The immediate past president shall provide reasonable assistance to the president in the performance of his/her duties.

**Section 3 — President-elect.** The president-elect shall prepare for his/her year in office and serve as a voting member of the Board. The president-elect shall preside at club and Board meetings in the absence of the president and shall have the authority to perform the duties of the president in the case of his/her absence or disability. The president-elect shall be an authorized signer on all Club accounts.

**Section 5 — Director.** Each director shall attend club and Board meetings and shall serve as a voting member of the Board. Initially, there shall be three (3) directors. As Club membership grows, additional directors shall be added such that two (2) additional directors shall be added when Club membership reaches one hundred (100) members. An additional two (2) directors shall be added for each hundred members thereafter. Directors shall serve as a liaison to Club committees as assigned and shall work to ensure the goals and objectives of the committees are met. Each committee liaison shall work with the committee chair to form a committee budget, submit the committee budget to the treasurer, and work with the treasurer in the formation of a Club budget.

1. One director shall serve as liaison to the Membership and Public Relations committees.
2. One director shall serve as liaison to the Foundation and Community Service committees. This director shall serve as assistant treasurer and shall provide reasonable assistance to the treasurer in the performance of his/her duties. This director may act in the absence of the treasurer and shall have the authority to perform the duties of the treasurer in the case of his/her absence or disability.
3. One director shall serve as liaison the Club Administration and Programs committees.

**Section 6 — Secretary.** The secretary shall serve as a voting member of the Board and shall keep membership and attendance records. The secretary shall send out notices of meetings of the Club and Board, record and preserve the minutes of such meetings, make the required reports to Rotary International, report monthly attendance at Club meetings to the District Governor immediately following the last meeting of the month, keep Club archives, and perform such other duties as usually pertain to this office.

**Section 7 — Treasurer.** The treasurer shall serve as a voting member of the Board. The treasurer shall have custody of and oversee all funds and shall provide routine and annual accounting of these funds. The treasurer shall provide a report of fund accounting at each monthly meeting of the Board and at any time upon demand of the Board. The treasurer shall perform such other duties as usually pertain to this office. The treasurer shall oversee the creation of an annual budget with input from committee liaisons and shall submit the budget to the Board for approval. The treasurer shall arrange for an annual compilation, review, or audit of the financial statements of the Club by a person or entity independent of the Board. The treasurer shall have custody of the Club checkstock and shall issue checks for payment of obligations upon approval and signature of the president or president-elect. Upon leaving office, the treasurer shall turn over all funds, books, accounts and/or property of the Club to the incoming treasurer or president.

**Section 8 —** Board members may perform additional duties as assigned. Duties not pertaining to the administration of the Club, such as those of the sergeant-at-arms, may be assigned to any member of the Club.

## **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 Tuesday at 5:30 p.m. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

**Section 3 —** Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors. The Board shall provide the Club with regular updates of Club business and shall periodically hold a business meeting of the Club.

## **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 as set by the Board. Any increase in

dues in excess of fifteen percent (15%) shall be approved by the membership. Membership dues shall be paid in advance, either annually or quarterly by Club members. Membership dues shall be payable in accordance with the policies of the club as established by the Board.

**Section 3** — Membership dues may be refunded to a member who leaves the Club on a prorated basis from the date notice is received by the secretary.

## **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 are charged with carrying out the annual and long-range strategic goals of the club. 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. Committees are also responsible for planning and adhering to committee budgets.

The director acting as liaison to the committee shall appoint a committee chair. The director shall serve as a member of the committee and shall act as a representative of the committee for the Board. The committee chair shall be responsible for leadership of the committee, including those duties that usually pertain to chairmanship. The committee chair shall select committee members, balancing new perspectives and consistency for the committee.

Standing committees shall be appointed as follows:

1. Club Administration — This committee should conduct activities associated with the effective operations of the club.
2. Membership — This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.
3. Public Relations — This committee shall develop and implement plans to provide the public with information about Rotary and to promote the Club's projects and activities.
4. Club Foundation — This committee shall develop and implement plans to support the Rotary Foundation and the Club Foundation through both financial contributions and program participation.

5. Service Projects — This committee shall develop and implement educational, humanitarian, and vocational projects that address the needs of the local community and communities in other countries.
6. Programs — This committee shall be responsible for developing programs for Club meetings. These programs shall help Club members be aware of issues within the local, national and international communities.

**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. The director serving as liaison to the committee 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, divided into two parts: club operations and service projects.

**Section 3** — Bills are paid by the treasurer or another authorized officer when approved by two other officers or directors. Bills are paid via check or other remittance by the treasurer and approved and signed by the president or president elect.

**Section 4** — A thorough annual compilation, review, or audit 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. Method of Electing Members**

**Section 1** — A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

**Section 2** — The Board shall ensure that the candidate meets all of Rotary's membership requirements.

**Section 3** — The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

**Section 4** — If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

**Section 5** — If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the admission fee, is considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

**Section 6** — The club may elect honorary members proposed by the Board.

## **Article 11. 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 12. 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, which 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.