

ROTARY CLUB OF MOUNTAIN FOOTHILLS OF EVERGREEN

BYLAWS

(As adopted by the Membership, unanimous vote, on December 12, 2001)

ARTICLE I

ELECTION OF OFFICERS

SECTION 1: A slate of candidates for the offices of President-Elect, Vice President, Secretary, Treasurer and Sergeant-at-Arms shall be selected by a nominating committee consisting of the President, immediate Past President, and President-Elect and one member of the Board of Directors who is not then an officer. Persons interested in serving as officers should make their interests known to the nominating committee. Nominations shall be allowed from the floor and a person may nominate oneself. Floor nominations are strongly encouraged. The nominations duly made shall be voted upon at the annual meeting.

SECTION 2: The President-Elect elected in such balloting shall serve as a member of the Board of Directors as President-Elect for the year commencing on the first day of July next following his election as President-Elect, and shall assume office as President on the first day of July immediately following his year of service on the Board as President-Elect. The elected officers shall serve in their offices for the year following on the first day of July next following their election. A vacancy in any other officer position shall be filled by action of the members at a regular meeting of the members.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1: The governing body of this club shall be the Board of Directors (the "Board") which shall consist of the past President (after the club's initial Rotary Year); President; President-Elect; Vice President; Secretary; Treasurer; Sergeant-at-Arms; the Directors of Club Service, Community Service, International Service and Vocational Service; the Membership Chairperson and the Program Chairperson. The selection of, or a vacancy in a service directorship or in the chairs of membership and programs shall be by appointment of, or filled by, the President.

ARTICLE III

DUTIES OF OFFICERS

SECTION 1: *PRESIDENT.* It shall be the duty of the President to be the chief executive officer of the club; to serve as a member of the Board; to preside at meetings of the club and the Board; and to perform such other duties as usually and ordinarily pertain to the office of President.

SECTION 2: *PRESIDENT-ELECT.* It shall be the duty of the President-Elect to serve as a member of the Board; to preside at meetings of the club and the Board in the absence of the President; to perform such other duties as may be prescribed by the President or the Board.

SECTION 3: *VICE PRESIDENT.* A Vice President shall be elected and shall serve as a President in training. The Vice President shall perform the traditional duties of an organization's Vice President and 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 the records of membership, records of attendance at of member and Board meetings; send out notices of meetings of the Board; record and preserve the minutes of such meetings; make the required reports to Rotary International ("RI"), including the semiannual reports of membership, which shall be made to the general secretary of RI on January 1 and July 1 of each year, prorated reports to the general secretary of RI on October 1 and April 1 of each year as to each active and honorary member who has been elected to membership in the club since the start of the January and July semiannual reporting period, the report of changes in membership, which shall be made to the District Governor immediately following the last meeting of the month; collect and remit to RI subscriptions to *THE ROTARIAN*; and perform such other duties as usually pertain to the office of Secretary.

SECTION 5: *ASSISTANT SECRETARY.* It shall be the duty of the assistant secretary to learn the duties of the Secretary in preparation to become the Secretary and to act as the club historian, maintaining and organizing club records other than current records. The office of Assistant Secretary shall be filled by appointment of the President.

SECTION 6: *TREASURER.* It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the club annually and to the Board monthly, or at such other times as the Board shall determine from time to time upon demand; and to perform such other duties as pertain to the office of Treasurer. All checks drawn upon the funds of the club in excess of \$1,000 shall bear the signatures of any two of the following Officers: President, President-Elect, Secretary or Treasurer. Upon

retirement from office the Treasurer shall turn over all funds, books of accounts or any club property to the incoming Treasurer or to the President.

SECTION 7: *SERGEANT-AT-ARMS.* The duties of the Sergeant-at-Arms shall be to prepare the meeting room for each meeting in advance thereof and as such are usually prescribed for such office and such other duties as may be prescribed by the President or the Board.

SECTION 8: *IMMEDIATE PAST PRESIDENT.* The duties of the Past President shall, in addition to those other duties set forth herein or as assigned by the President from time to time, be to serve as chairperson of the club's Foundation; provided, however, that during the club's charter year and first Rotary year, the President of the club shall also serve as Chairperson of the club's Foundation.

ARTICLE IV

MEETINGS

SECTION 1: *ANNUAL MEETING.* An annual meeting of this club shall be held on the first Wednesday in December of each year at which time the election of officers to serve for the ensuing year shall take place.

SECTION 2: The regular weekly meetings of this club shall be held on Wednesdays at 6:30 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club, provided that this requirement shall be deemed to have been satisfied, in any event, by two consecutive announcements at prior weekly meetings. All members in good standing, except honorary members (or members excused by the Board pursuant to Article VII, Section 3 of the Standard Rotary Club Constitution), on the day of the regular meeting, must be counted as present or absent, and it is encouraged that members attempt, though are not required, to be present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary Club.

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

SECTION 4: Regular meetings of the Board shall be held monthly at such times and places as the Board shall determine at a regular meeting thereof. Special meetings of the Board may be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice thereof having been given.

SECTION 5: A majority of the Board members shall constitute a quorum of the Board.

ARTICLE V

DUES AND FEES

SECTION 1: An admission or initiation fee, the amount to be set by the Board from time to time, shall be paid before the applicant can qualify as a member.

SECTION 2: The membership dues shall be an amount per annum as set from time to time by the Board, payable in quarterly installments in advance on the first day of each quarter, with such portion thereof payable to RI in accordance with the requirements of RI.

ARTICLE VI

METHOD OF VOTING

The business of this club shall be transacted by voice vote.

ARTICLE VII

COMMITTEES

SECTION 1. *STANDING COMMITTEES.* There shall be the following standing committees of the club: Club Service (including a Standing Subcommittees of Club Service, being the Membership Subcommittee); Community Service; International Service; Vocational Service and Fund Raising. Standing Committees shall have such subcommittees as provided below. The President shall appoint the chairpersons of the Standing Committees and the Standing Subcommittees and shall be an ex-officio member of each such committee or subcommittee. Each Committee and Subcommittee Chair may appoint the respective members of his or her committee or subcommittee, and such chairpersons of their respective subcommittees (other than Standing Subcommittees) as they shall individually determine, subject only to the approval of the Board.

(a) Club Service Committee. The Club Service Committee shall have the following subcommittees: i) Membership, ii) Communications and Public Relations and iii) Fellowship (Fellowship shall be in charge of club functions and parties other than regular and special meetings of the club or the Board).

1) The membership committee shall consider all proposals for membership

and shall investigate to its satisfaction the character, business, social, community standing and general eligibility of all persons proposed for membership, and shall report its decisions and conclusions to the Board. This subcommittee shall also maintain an active recruitment program for new members. This committee shall determine appropriate classifications and strive to maintain a balance of classifications. Any member who wishes to propose a new member shall refer the name and relevant information regarding the proposed member to the Chairperson of Membership.

2) The Chairperson of Programs shall prepare and arrange for interesting and suitable programs for the meetings of the members. It should be the objective of programs Chair to have programs planned at least six weeks in advance. Any member who wishes to propose a program shall refer the name of the presenter and relevant information regarding the proposed program to the Chairperson of Programs.

3) The communications and public relations subcommittee shall endeavor to publish regular (preferably weekly) club bulletin or newsletter for the purposes of stimulating interest, improving attendance, informing the membership of coming programs, highlighting the activities of previous meetings, promoting fellowship and member involvement, contributing to the education of members regarding Rotary in general, and reporting the news of the club. This subcommittee shall also be responsible for publicity about the club within the committee and general communications with people outside the club.

4) The fellowship subcommittee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the Club Service Chair, the President and/or the Board.

(b) Community Service Committee. The Community Service Committee shall devise and carry into effect plans which will guide and assist the members in discharging their responsibilities in their community relationships. The Chair of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

(c) International Service Committee. The International Service Committee shall devise and carry into effect plans which will guide and assist the members in discharging their responsibilities in matters relating to their international service. The Chair of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service. This committee shall also be

responsible for promoting the RI Foundation and for soliciting support for the RI Foundation among club members.

(d) Vocational Service Committee. The Vocational Service Committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The Chair of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service. This committee shall also develop, manage and promote the RYLA program.

(e) Fund Raising Committee. The Fund Raising Committee will develop and promote programs designed to raise funds for the club and the club's Foundation. The work of this committee will focus on fund raising for specific club projects as well as donations and planned giving for the club's own Foundation.

SECTION 2. *OTHER COMMITTEES.* Subject only to the approval of the Board, the President may, from time to time, appoint such other committees as the President shall deem appropriate, useful or necessary and the President shall be an ex-officio member of any such committees.

SECTION 3. *FINAL COMMITTEE ACTION.* Unless special authority has been granted a committee or subcommittee by the Board, no committee or subcommittee shall take any final committee action until a report has been rendered to the Board and approval of the Board has been obtained.

ARTICLE VIII

LEAVES OF ABSENCE

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing the member from attending the meetings of the club for a specified length of time.

Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be reported as absent except that absence authorized under the provisions of Article VII, Section 3 of the Standard Rotary Club Constitution is not computed in the attendance record of the club.

ARTICLE IX

FINANCES

- SECTION 1.** The Treasurer shall deposit all funds of the club in a banks or banks named by the Board.
- SECTION 2.** All bills shall be paid only by checks signed by the Treasurer, unless for a sum exceeding \$1,000. All checks drawn upon the funds of the club which exceed \$1,000 shall bear the signatures of any two of the following Officers: President, President-Elect, Vice-President, Secretary and/or Treasurer. A thorough review by a committee of the Board shall be made once a year of all of the club's financial transactions.
- SECTION 3.** Officers having charge or control of funds shall give a bond as may be required by the Board for the safe custody of the funds of the club, cost of which to be borne by the club.
- SECTION 4.** The fiscal year of this club shall extend from July 1 to June 30 to comport with the Rotary year of RI; and for the collection of members' dues shall be divided into four (4) quarter-annual periods extending from July 1 through September 30; from October 1 through December 31; from January 1 through March 30; and from April 1 through June 30. The payment of member per capita dues and magazine subscriptions to RI shall be in accordance therewith subject to such alterations as are required to comply with RI procedures and rules.
- SECTION 5.** At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

ARTICLE X

METHOD OF ELECTING MEMBER

- SECTION 1.** A prospective member shall have attended three meetings as a guest of the club and shall be proposed by an active member of the club, with submission of pertinent membership information, including proposed classification, to the Chair of the Membership Subcommittee or the Chair's designee.
- SECTION 2.** The Membership Subcommittee shall determine whether the proposed member meets all classification and membership requirements of the club constitution. If qualified,

the name of the proposed member shall be submitted to the Board for approval; if so approved, the proposed member may be admitted to membership.

SECTION 3. Following approval by the Board, the President shall arrange for the new member's induction and further orientation, and the Secretary shall issue a membership card to the member and shall notify RI.

ARTICLE XI

RESOLUTIONS

No resolution or motion to commit this club on any matter shall be considered by the club 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

ORDER OF BUSINESS

Call Meeting to Order and President's Welcome

Pledge of Allegiance

Prayer or Inspirational Moment

Introduction of Visiting Rotarians and Guests

Correspondence and Announcements and Sergeant-at-Arms

Committee Reports, if any

Any Unfinished Business

Any New Business

Vocational Talk

Address or Program Features

President's Closing Thoughts

Adjournment (those wishing to stay for dinner, proceed to dining room)

ARTICLE XIII

ADDRESS

The official address of the club is:

ROTARY CLUB OF MOUNTAIN FOOTHILLS OF EVERGREEN (COLORADO)
P.O. BOX 1918
EVERGREEN, COLORADO 80437-1918

ARTICLE XIV

AMENDMENT OF BYLAWS

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 mailed to each member, including those on leaves of absence, at least ten days before such meeting. No amendment or addition to these bylaws can be made which are not in harmony with the club constitution and with the constitution and bylaws of RI. Notwithstanding anything contained herein to the contrary, no amendment to change from an evening meeting to another time of day or an amendment which would alter this Article XIV shall be considered unless: i) the referenced notice to members has been mailed to each such member, including those on leaves of absence, at least thirty days in advance of the meeting at which the amendment will be considered; and ii) members not able to attend the meeting at which such amendment will be considered may vote by written proxy, such proxy to be held and voted by any member of the absent member's choosing. An affirmative vote of eighty (80%) shall be required to either amend this Article XIV or the time of day of the meeting.