



Bylaws of
The Rotary Club of West St. Louis County Missouri

Article 1 Definitions

1. Board: The Board of Directors of the Club
2. Officer: A member of the board, namely, President, President-Elect, Immediate Past President. Secretary, Treasurer
3. Director: A member of the Club's Board of Directors
4. Member: A member, other than an honorary member of the Club
5. RI: Rotary International
6. Year: The twelve-month period that begins on July 1.

Article 2 Board

The governing body of this club shall be the board consisting of members of the club, including the president, immediate past president, president-elect, secretary, treasurer, and at least four directors, elected in accordance with article 3, section 1 of these bylaws.

Article 3 Election of Officers and Directors

Section 1 – President and President-Elect shall prepare a slate of officers consisting of a President Elect, Secretary, and Treasurer to serve the club for the upcoming Rotary year, beginning July 1. This slate will be presented to the club for a voice vote in February each year. At a minimum, this prospective slate will be presented to the club one week prior to the vote. Comments and questions regarding the proposed slate of officers shall be submitted to the President prior to the advertised date for election of officers.

The President-Elect shall prepare a slate of a minimum four directors to serve the club, with an additional director appointed for every 10 members over 40 to serve for the upcoming Rotary year, beginning July 1. This slate will be presented to the club for a vote in May each year. At a minimum, this prospective slate will be presented to the club one week prior to the vote. Comments and questions regarding the proposed slate of directors shall be submitted to the President Elect prior to the advertised date for election of directors.

It shall be the regular practice of the club to actively encourage club members to participate in club leadership roles through committee work to prepare for service on the board of directors.

Section 2- A vacancy on the board or any office shall be filled by action of the remaining officers and directors. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining board-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-*Immediate Past President*. It shall be the duty of the immediate past president to serve as an officer and director of the club and to perform such other duties as may be prescribed by the president and board.

Section 3-*President-Elect*. It shall be the duty of the president-elect to serve as an officer and director of the club and to perform such other duties as may be prescribed by the president of the club. The President-Elect shall be responsible for recruiting committee chairs and encouraging committee progress toward club goals established by the board.

Section 4-*Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve minutes of such meetings; report as required to RI, including the semi-annual reports of membership on January and July 1st of each year, which shall include per capita dues for all members and prorated due for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; 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 it to the club monthly and at any other time upon request by the board, and to prepare and file the Club's federal tax return annually. As a means of checks and balances, the treasurer shall provide the president with copies of bank statements for his/her review. It shall be the duty of the treasurer to prepare a "State of Rotary Club" report to be presented to the club at a regular meeting during the first quarter of each Rotary year. 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.

Article 5 Meetings

Section 1-*Installation Meeting*. A meeting for the installation of new club officers and directors shall be held in June each year.

Section 2-*State of the Club Meeting*. At a regular club meeting during the first quarter of the Rotary year the President and Treasurer will present an overview of the budget plan for the year as well as a financial report to the membership.

Section 3-The regular weekly meeting of the club shall be held on Tuesday at 12:00 pm. 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 regular meetings of the club.

Section 4-Regular meetings of the board shall be conducted by the President. Minutes of all board meetings shall be distributed to the membership by the club secretary. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two directors or officers, due notice having been given.

Section 5-A majority of board members present shall constitute a quorum for board meetings.

Article 6 Fees and Dues

Section 1-The membership dues shall be \$150 per year. A portion of each payment shall be applied to each member's subscription to the RI magazine. Failure to pay dues and or lunch fees, within 90 days after written invoice, may result in membership cancellation.

Section 2-Fees for lunch will be based on associated meal costs with method of billing or "pay as you go" option established by the board and presented to the club for consideration.

Section 3-Corporate memberships are available. One person from the corporate organization is counted as a dues paying RI member. That person is included in the club's official membership roster and receives all the benefits that other active, dues-paying members enjoy. Other persons representing the organization may attend meetings. Existing lunch dues are applicable. (billed in advance or pay at the door)

Article 7 Method of Voting

The business of this club will be transacted by a voice vote. The board may determine if a specific resolution should be considered by ballot rather than voice vote.

Article 8 Avenues of Service

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

Article 9 Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president, president-elect, 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 members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. Standing committees should be appointed as follows:

- Membership: this committee should develop and implement a comprehensive plan for the recruitment, orientation, and retention of members.
- Marketing: 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.
- Scholarship: This committee is responsible for developing criteria and identifying local high and college students that meet the criteria for a scholarship funded by the club. Scholarship funds will be determined on annual basis based on the club's budget.
- Awards Committee: The committee will identify community awards with corresponding criteria for award by the club. The committee will recruit nominees, review applications, and make recommendations to the board with respect to successful candidates.
- Service Projects: The board shall appoint chairs for respective service projects based on needs of the club at any particular time.
- Program Committee: This committee is responsible for recruiting and scheduling speakers for regular member and special public meetings.
- The Rotary Foundation: This committee will develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- a. The president shall serve as an ex officio member of all committees and, as such, shall have all the privileges of membership thereon. 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.
- b. 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 committees shall be established and reviewed by the president for his or her year. It shall be the primary responsibility of the president-elect to insure that committee goals are established, members are assigned to committees, and committee plans are carried out over the course of the year.

Article 11 Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for no longer than twelve months. This absence should not be reflected in the overall monthly club attendance figures. The member shall not incur meal expenses while on leave, however, club dues will continue to be paid during the leave of absence. Dues shall be paid within 90 days of invoice or membership may be revoked by the Board.

Article 12 Finances

Section 1-Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

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

Section 3-All bills shall be paid by the treasurer or authorized officer when approved by the president or designee.

Section 4- The Board shall seek an independent audit of club's financial records as they deem necessary.

Section 5-Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by club.

Section 6-The fiscal year of the club shall extend from July 1 to June 30.

Article 13 New 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, upon recommendation by the membership committee. Guests attending regular membership meetings with the intent of possible membership should be introduced as such to the membership. A transferring or former member of another club may be proposed to active membership by the former club.

Section 2 - The board shall approve or disapprove of the membership and shall notify the club with regard to a new member installation one week prior to the installation. If no specific objection is received by the board with regard to the prospective member, that person shall become a member of the club. If an objection is filed by a club member, the board shall consider the concern and shall vote on the matter, in person or electronically. If approved despite the objection, the proposed member, upon payment of the dues shall be considered to be elected to the membership.

Section 3-The president shall arrange for the new member's induction, membership card, and new member Rotary literature. The president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as assign the new member to a committee or club function.

Section 4-It shall be the responsibility of the membership committee and the new member's sponsor to educate the new member with regard to the goals, policies, and procedures of Rotary.

Section 5-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 resolutions or 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 with discussion.

Article 15 Order of Business

Meeting Call to Order
Introduction of Visitors
Correspondence, Announcements and Rotary Information
Committee Reports
Unfinished Business
New Business
Speaker/Program
Adjournment

Article 16 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 has been e-mailed to each member at least 10 days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary Club constitution and bylaws of Rotary International.