

BYLAWS OF THE ROTARY CLUB OF COOKEVILLE

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Definitions

Article I

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. *Quorum:* One-third of the club membership; a majority of directors (50% +1) for the Board.
5. *RI:* Rotary International.
6. *Year:* The 12-month period that begins on 1 July.
7. *Officers:* Past- President, President, President-Elect, Vice-President
8. *Executive Committee:* Past-Past President, Past- President, President, President-Elect, Vice-President

Board

Article II

The governing body of this club in the Board consisting at a minimum of the Past-President, President, President-Elect, Vice-President, Secretary and Treasurer. Officers are listed as the Past- President, President, President-Elect, and Vice-President being elected by the membership.

Elections and Terms of Office

Article III

Section 1 — Future president Elections. The Vice President will be nominated by the club assigned nominating committee consisting of the Past-Past-President, the Past-President (and Committee Chairman) and the current President . This is a four year term consisting of occupying the offices consecutively as follows; Vice President, President Elect, President and Past President. The nomination will be presented to the club for a vote at a regular meeting and must be accomplished prior to the end of the calendar year. When the nominating committee announces the recommendation to the club, nominations can made be made from the floor until the nominations cease. Nominations will continue until a vice president is agreed upon by the majority of the club. The vice president's term will begin the following July.

Section 2 — Board Appointments. The president has the ability to choose members of the board; with the exceptions of the officers.

Section 3 — Vacancies. A vacancy of the Officers shall be filled by the Executive Committee by majority vote (50% plus 1) The Executive Committee will provide notification of the Full Board. A vacancy of any board member or committee member appointed by the president will be filled at the president's discretion with approval by the Officers.

Duties of the Board

Article IV

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

Section 2 — President-Elect. It shall be the duty of the President-Elect to preside at meetings of the club and board of directors in the absence of the president and to perform such other duties as pertain to his office.

Section 3 — Vice President. It shall be the duty of the vice president to be Chairman of the Program Committee, to arrange for monthly program chairs, and make sure speakers are aware of the proper speaker conduct and topics.

Section 4 — Secretary. It shall be the duty of the secretary to keep the records of the membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the district governor immediately following the last meeting of the month, perform such other duties as usually pertain to his office.

Section 5 — Treasurer. It shall be the duty of the treasurer to have custody of the funds, accounting for same to the club at its annual meeting and at any other time upon demand by the board of directors and to perform such other duties as pertain to his office. Upon his retirement from office he shall turn over to his successor or to the president all funds, books of accounts or any other club property in his possession.

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

Section 7. — Executive Committee. The Executive Committee shall consist of the President, Past-President, President-Elect, Vice President, and Past-Past President.

Section 8. — Directors. Directors will report for those committee under their responsibilities.

Meetings

Article V

Section 1 — Weekly Meetings. The regular weekly meetings shall be held on Wednesdays at noon provided that in an emergency, or for good cause, the President may

- a) change the regular meeting of any week to a different day of the same week and/or to a different hour
- b) cancel the regular meeting of any week because it falls on a legal holiday, or because of the death of the president, or an epidemic or a disaster affecting the entire community.
- c) A permanent change in meeting dates and/or times can only be accomplished upon recommendation of the Executive Committee to the full membership for an official vote.

Due notice of any changes shall be given to all members of the club.

Section 2 — Quorum. One-third of the members shall constitute a quorum at the annual and regular meetings of this club.

Section 3 — Board Meetings. Regular meetings of the board of directors shall be held on a monthly basis, unless otherwise determined by the board. Special meetings of the board of directors shall be called by the president, whenever deemed necessary, or upon the request of two members of the board, due notice having been given.

Section 4 — Majority. A majority of the board shall constitute a quorum of the board of directors.

Fees and Dues

Article VI

Section 1 — Rotary Dues. The club will abide by the fees and dues set by Rotary International and members will be billed accordingly.

Section 2 — Club Dues. The board of directors of the club will set the fees and dues as accessed as follows; lunches, facility, programs, materials, and other such expenses as incurred.

Method of Voting

Article VII

The method of voting for business of this organization shall be addressed in Club Rules of the Rotary Club of Cookeville.

Committees

Article VIII

Section 1 — Club committees. Club committees coordinate their efforts in order to achieve the club's annual and long-range goals.

Section 2 — Additional committees. Additional Committees may be appointed as needed by the President.

Section 3 — President Role. The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 — Board Approval. 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 — Committee Chairman. 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. A Written report will be submitted to the board at or before the regular scheduled board meeting.

Membership and Leave of Absences

Article IX

Section 1 — New Members. The name of a newly proposed member shall be submitted to the board of directors and the procedures as documented in the Club Rules of the Rotary Club of Cookeville will be applied.

Section 2 — Membership Transfers. Members choosing to transfer into the Rotary Club of Cookeville will be considered. Due diligence will be done to access that they left their previous club in good standing, other such requirements as set by Rotary International and our Board of Directors shall apply. Transfers from Rotary Club of Cookeville to another club will follow procedures as established by Rotary International.

Section 3 — Leave of Absences. The club will follow the set procedure for leave of absences as set by Rotary International and addressed in the Club Rules.

Finances

Article X

Section 1 — Annual Budget. Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2 — Accounts. 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. Bills are paid by the treasurer or another authorized officer when approved by the president and treasurer and/or directors.

Section 4 — Annual Review. A thorough annual review of all financial transactions shall be completed by a qualified person.

Section 5 — Annual Financial Statement. An annual financial statement of the club shall be provided to club members.

Section 6 — Fiscal Year. The fiscal year is from 1 July to 30 June.

Resolutions

Article XI

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.

Amendments

Article XII

These by-laws 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 be presented to each member at least ten days before such meeting. No amendment can be made which is not in harmony with the club constitution and by-laws of Rotary International.

Approved by the Board of Directors at the regular meeting on July 21, 2015.

Approved by the Rotary Club of Cookeville on _____, 2015