

Rotary eClub One

By-Law Changes Approved by the Board of Directors

January, 2008

Bylaws of Rotary e Club One of District 5450

ARTICLE I - Election of Directors and Officer

Rotary eClub One requires the President, President-elect, Secretary, and Treasurer, to serve on the Board for a minimum term of one year (but not exceeding two years) each. Directors shall serve two-year terms and of the eight Directors, half shall retire in even numbered years and half in odd numbered years in order to maintain management continuity.

Section 1: Prior to November 1 of each year, the Club President shall call for expressions of interest from members of the Club for positions on the Board. The President shall do this in writing and the call will be transmitted electronically or by standard mail. Members must respond to the President no later than November 15 of that same year in order for their names to go forward to a ballot.

Section 2: No later than November 1, notice of the vacancy of the President's position as of July 1 of the following year shall be communicated to all members. The President shall do this in writing and the call will be transmitted electronically. Members may submit expressions of interest. Members must respond to the President no later than November 15 of that same year in order for their names to go forward to a ballot.

Section 3: A Nominating Committee, consisting of the President, President-elect and Immediate Past President, shall consider the expressions of interest received under Section 2 (including possible suggested members from members of the Nominating Committee), and shall identify active members as nominees for terms of office beginning on the following July 1, as follows:

- One active member to stand for election as President
- One active member to stand for election as President-elect
- One active member to stand for election as Secretary
- One active member to stand for election as Treasurer
- Four active members to stand for election as Directors

The Nominating Committee may, in agreement with the Constitution of the Club, nominate the same person for election as Secretary and as Treasurer.

Section 4: Upon receiving the report of the Nominating Committee, the President shall conduct an election among the active members of the Club. The election shall be conducted by written ballot, and the ballots shall be transmitted to and returned from active members by electronic means. Suitable precautions shall be taken to provide reasonable assurance that a secret ballot is being used. Each active member may vote for one candidate for President, for President-elect, for Secretary, for Treasurer, and for four Nominees for Director. Any active member may vote for an active member not nominated by the Nominating Committee by writing in the name of that active member on their ballot. Active members shall have at least one week after the ballots have been fully distributed to submit their votes.

Section 5: Upon conclusion of the election, the Chair of the Nominating Committee shall tally the votes and report the results of the election to the President, who shall transmit the names of the elected candidates to the Club.

Section 6: If there is a tie vote between any two candidates, the Board of Directors shall consider the merits of each candidate and select one as the elected candidate.

Section 7: The President shall conduct the procedure outlined in these Articles so that there is a reasonable assurance that the election will be completed not later than December 31 for offices to be assumed on the following July 1.

Section 8: Should a vacancy occur in the offices of Secretary, Treasurer, or among the elected Directors, the remaining members of the Board of Directors shall fill any vacancy by co-opting an active Member of the Club to fill the vacant position for the remainder of the current term.

Section 9: Should a vacancy occur in the office of President, the President-elect shall immediately succeed to the Presidency, if the President-elect has attended PETS, and shall complete the unfinished term. If the President-elect has not yet attended PETS, the Immediate Past President shall immediately succeed to the Presidency, until the President-elect has attended PETS. Upon completion of PETS, the President-elect will then assume the Presidency for the balance of the year.

Section 10: Should a vacancy occur in the office of President-elect, either because of the loss of the President-elect or because the President-elect has succeeded to the Presidency, the President shall appoint a Nominating Committee consisting of the President, Immediate Past President and one other active Member to nominate one or more active Members as candidates for President-elect, and shall conduct a special election among the active Members to choose a President-elect to serve for the remainder of the vacated term, and to succeed to the Presidency just as if the President-elect had served a complete term. The procedure for nominating, voting, and counting the votes will follow the procedure as outlined in Sections 4, 5, and 6.

Section 11: Should a vacancy occur among those members elected as Officers or Directors, but not yet holding the office, the President shall conduct a special election to fill the vacancy. The procedures for nominating, voting, and counting the ballots in this special election shall follow the procedures outlined in Sections 4, 5, and 6.

ARTICLE II - Board of Directors

The governing body of the Club shall be the Board of Directors, composed of the President, President-elect, Secretary, Treasurer, the Immediate Past President, and eight elected Directors. Directors shall serve staggered terms as follows – four serving two year terms ending on June 30 of even numbered years, and four serving two year terms ending on June 30 of odd numbered years.

ARTICLE III - Duties of Officers, Directors, and Committee Chairs

Section 1: The duties of the President shall be to appoint Club Committee Chairs, to insure that meeting activities are planned and conducted, to appoint a well qualified individual to serve as Webmaster, to represent the Club in activities of Rotary District 5450 and of Rotary International, and to conduct monthly Board meetings, and to oversee the performance of Officers and Directors of the Club. The President shall also have additional responsibilities as outlined in other Sections of these Bylaws.

Section 2: The President-elect shall succeed to the office of President upon conclusion of the term of the President, or if the President resigns the office, or is unable to carry out the duties of the office. The President-elect, subject to ratification of the Board of Directors, shall annually appoint a well qualified individual to serve as Webmaster for a term of one year coinciding with the Presidential term of the President-elect making the appointment. The duties of the President-elect shall be to assist the sitting President in carrying out the duties of President, and to prepare to serve as President when their term of office begins. The President-elect shall be required to attend PETS per Rotary International policy at a place the District designates for this meeting to be qualified to assume the position of President.

Section 3: The duties of the Secretary shall be to prepare and preserve the records of the Club, to record and publish in a timely manner the minutes of the Board of Directors meetings, to carry out the duties of Secretary as specified in the Secretary's Manual published by Rotary International, and the duties as specified by District 5450. These duties will include, but not be limited to, reporting attendance, reporting new members, reporting member resignations complete and submit the semi-annual reports to Rotary International, and other reports presented and requested by Rotary International and District 5450.

Section 4: The duties of the Treasurer shall be to assess admission fees and dues to members in good standing of the Club, collect and deposit said fees, dues, and other monies of the Club, pay amounts owed by the Club, provide monthly reports to the Board of Directors as to the financial status of the Club, and to otherwise conduct the duties of Treasurer as specified in the Treasurer's Manual as provided by Rotary International and by District 5450.

Section 5: The President shall appoint and designate a Director to serve as Rotary International liaison representative. Such Director shall be responsible for providing the Board and the Club with information about the activities of Rotary International. The President shall designate a Director to serve as liaison with District 5450. This Director shall be responsible for providing the Board and Club with information about the activities of the District. The President shall appoint and designate five Directors to have responsibility for oversight of the Avenues of Service of Rotary International through the five committees as further specified in these Bylaws.

Section 6: On the recommendation of the President, the Board shall approve the appointment of a Webmaster, and approve a formal written agreement that specifies the duties and performance standards to be met by the Webmaster. The agreement should provide stability of these duties through a multi-year agreement and specify the level and quality of service required for the Club's website. The agreement should have a termination clause that can be executed by either the Club or the Webmaster with a required notice period. The agreement should also specify the performance appraisal system that will be used to evaluate the continuing contractual relationship with the current Webmaster and the mechanism used to provide information and feedback on performance.

Section 7: To guarantee the continuity and quality of e Club One's website, the President shall appoint a web content manager who has an understanding of the duties required to keep web content current and at standards desired by the Club. The President shall also provide oversight of the professional requirements, obligations required by the agreement, and roles of both the webmaster and web content manager. The President should monitor conformance of these two key positions for evaluation of performance and feedback of information or concerns to help provide continuous improvement to the Club's website.

ARTICLE IV - Meetings

Section 1: The Club shall maintain and be Membership Service Projects, Education, Rotary Foundation, Public Relations, and Club Administration.

Section 2: The President may appoint additional chairs and committees shall be President of all Rotary Service Projects, subject to the ratification by the Board of Directors.

Section 3: The President shall Chair an Executive and Audit Committee that shall consist of the President, Secretary and Treasurer for the purpose of discussing and formulating policy, ideas, procedures, and addressing concerns. This Committee shall report to the Board its findings and recommendations.

Section 4: The Board of Directors, by a request of a majority of its members, may call a Special Meeting of the Board to review and discuss all matters and carry into effect the Board's will. Further, the Board of Directors of the Club is authorized by 2/3rd of its responsibilities in matters relating to membership, recruitment, and the Director designated by the President shall see that this Committee works effectively, and shall regularly report to the President and Board its activities.

ARTICLE V - Fees and Dues

Section 2: Service Projects Committee - This Committee shall devise and carry into effect plans that will guide and assist members of the Club in discharging their responsibilities and participating in the various programs established by Rotary International. The Director designated by the President to provide oversight to this committee shall see that all functions work effectively, and shall regularly report to the President and Board its activities. The Board of Directors shall see that all functions work effectively, and shall regularly report to the President and Board its activities. The Board of Directors shall see that all functions work effectively, and shall regularly report to the President and Board its activities. The Board of Directors shall see that all functions work effectively, and shall regularly report to the President and Board its activities.

Section 3: Public Relations Committee - This Committee shall devise and carry into effect plans that will guide and assist members of the Club in discharging their responsibilities and participating in the various programs established by Rotary International. The Director designated by the President to provide oversight to this committee shall see that all functions work effectively, and shall regularly report to the President and Board its activities.

Section 5: Club Administration - This Committee shall devise and carry into effect the activities of the Club. The Board of Directors shall see that all functions work effectively, and shall regularly report to the President and the Board its activities.

ARTICLE IX - Leave of Absence

If a member is unable to participate in the activities of the Club or in Rotary Service because of illness or other reasonable constraint beyond the control of the member, the Board of Directors may, at the request of the member, provide a Leave of Absence for a specified period, not to exceed six months. Activities and Rotary Service missed during this period will not affect the member's good standing within the Club.

ARTICLE X - Finances

Section 1: The Treasurer or designated agent shall deposit all funds of the Club in a bank, or banks, as recommended by the Treasurer and approved by the Board of Directors. All funds shall be deposited in the United States of America in a bank insured by the Federal Deposit Insurance Corporation of the United States of America.

Section 2: All bills owed by the Club shall be paid by checks signed by the Treasurer or designated agent upon proper authorization and approval by the Board of Directors. Any check for an amount of more than \$5000.00 USD shall be co-signed by the President, or his designee.

Section 3: Examination of Finances

3.1 The Executive and Audit Committee shall examine the financial reports of the Club on a monthly basis. These reports should be filed electronically in the member club house for review by all members of the club.

3.2 Each year the Board of Directors shall appoint a qualified person, other than the Treasurer or another member of the Club, to examine the financial records of the Club and report to the Board on the Club's financial condition. Such report shall be received no later than the September 30th of the following Rotary Year for the previous Rotary Year. This report should be filed electronically in the member club house for review by all members of the club.

Section 4: The Treasurer and other persons having charge or control of the funds of the Club may be required by the Board of Directors to give bond for the safe custody of the funds, the cost of such bond being borne by the Club.

Section 5: The fiscal year of the Club shall begin on July 1 and end on the following June 30. This fiscal year shall coincide with the fiscal year of Rotary International.

Section 6: Dues shall be assessed to members quarterly starting on July 1 and each quarter of the year thereafter. These dues shall include such per capita payments as the Club is required to forward to Rotary International and District 5450.

Section 7: The Treasurer shall cause to be prepared, on a timely basis, all required Federal and State of Colorado annual information returns, including but not limited to Federal Form 990, Federal Form 1099 and Colorado equivalents. These reports should be filed electronically in the member club house for review by all members of the club.

ARTICLE XI - Method of Electing Members

Section 1: An active member of the Club may submit the name of a prospective member to the Board of Directors through the Secretary of the Club or his delegate. The proposal shall be kept confidential until the prospective member has been advised of his/her "Acceptance of Membership" as required under Section 4, Article XI.

Section 2: The Board shall consider the proposal promptly, and shall determine whether the proposed member meets the requirement of Article V of the Club Constitution.

Section 3: The Board shall approve or disapprove of the proposal on the basis of conformity with the Club Constitution and as a provisional arrangement for a three month period, and the Club Secretary shall notify the proposer within thirty days of the submission of the proposal of the Board's decision.

Section 4: If the Board's decision is to approve the proposal, the proposer shall discuss with the prospective member the purposes of Rotary and the privileges and obligations of membership, and the prospective member shall be asked to sign the "Acceptance of Provisional Membership" form and to sign the agreement that his/her name may be published to the Club members.

Section 5: Following the election of a new member on a provisional basis, the President shall arrange to introduce the new member to the Club and to provide further orientation in Rotary International. The Club Secretary shall issue appropriate membership credentials to the new member, and shall report the election of the new provisional member to Rotary International and to the District.

Section 6: If during or at the end of the provisional period (to be known as the 'Red Badge' period), either the Board or the provisional member decide for any reason whatsoever that the membership relationship between the provisional member and the Club should not continue beyond the provisional period, the provisional member shall not be accepted as a full member of Rotary and the Club Secretary shall report the situation and circumstances to Rotary International and to the District.

Section 7: The Board may determine and vary, as the Board believes is appropriate, a procedure for processing membership applications in compliance with Section V of the Club Constitution.

Section 8: Board Action Final. The decision of the Board in all Club matters is final, subject only to an appeal to the Club. However, as to a decision to terminate membership, a member may appeal to the Club, request mediation, or request arbitration. If appealed, a decision of the Board shall be reversed only by a two-thirds vote of the members present, at a Board meeting specified by the Board, provided a quorum is present and notice of the appeal has been given by the Secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the Club shall be final.

ARTICLE XII - Resolutions

A resolution or motion to commit the Club on any matter may be submitted in writing by any active Member to the Board of Directors together with a rationale for the Club to adopt the resolution or motion. The resolution or motion must be seconded by another active Member of the Club. The Board shall consider the proposed resolution or motion within thirty days of submission or at its next regularly scheduled Board meeting, and shall reach a decision on whether to recommend the resolution or motion for adoption. The decision of the Board shall be transmitted to the proposer, and if the proposer wishes to have the proposal voted on, the resolution or motion shall be submitted to the active Members with the recommendation of the Board. Voting by active members shall be conducted in compliance with Article VI.

ARTICLE XIII - Amendments

Section 1: Any active Member of the Club may propose an amendment to these Bylaws to the Board of Directors at any time. The active Member proposing the amendment shall provide a written rationale for the proposed amendment.

Section 2: Upon receiving a proposed amendment, the Board of Directors shall consider the proposed amendment. The Board may provide, if it deems it appropriate, an alternative wording, and shall give notice to the Club of the proposed alternative wording, together with the wording of the proposer, and the rationale of the proposer and any comments the Board may wish to make about the proposed alternation of wording.

Section 3: Each active member of the Club may vote on the proposed amendment within seven days of its distribution by the Board of Directors. Voting shall be conducted as directed in compliance with Article VI.

Section 4: Adoption of the amendment requires an affirmative vote of at least one half of the active voting membership plus one.

Section 5: The Secretary of the Club shall report the results of the vote by electronic means to all the active membership within seven days of the close of the ballot.

END OF THE BYLAWS