

Bylaws of the Rotary Club of Windsor, Colorado USA

Article 1 Definitions

1. **Name:** The name of the Club shall be THE ROTARY CLUB OF WINDSOR, hereinafter referred to as the "Club".
2. **Board:** The Board of Directors of this club.
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 of Directors

1. **Board of Directors:** The governing body of this club is the Board, consisting nine (9) directors, namely the following elected directors, President, immediate Past President, President-Elect, Treasurer, and Secretary and the four (4) appointed chairperson's of the Service, Foundation, Membership and Public Awareness Committee's (appointments must be confirmed by majority vote of the elected directors),
2. **Management:** The management of the business, property and affairs of the Club shall be controlled by the Board. In addition to powers granted by the Constitution of this Club and these By-Laws, the Board may exercise all such powers and perform all such lawful acts as are not prohibited by the Colorado Constitution, its statutes, the Rotary Club of Windsor's Constitution or by these by-laws.

Article 3 Elections and Terms of Office

1. **General:** The officers of the Club shall be a President, President-Elect, Immediate Past President, Secretary, and Treasurer. The Officers, so elected, and Directors, so appointed, shall constitute the Board of Directors. The Board of Directors may also appoint such other officers, assistant officers, committees and agents as it may consider necessary, who shall be chosen in a manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board. No one may simultaneously hold more than one office. In all cases where the duties of any officer or agent are not prescribed by these by-laws, or by the Board, such officer or agent shall follow the orders and instructions of the President.
2. **Election Timing:** The election of officers shall take place at a meeting during the month of December of each year or if it cannot be held at that time, as soon thereafter as possible. At a regular meeting of the members one (1) month prior to this election the presiding officer shall advise the members that they can make suggestions to the

immediate Past President as chair of the nominating committee recommending that certain members be considered for the various offices to be elected.

- 3. Election Process:** At the election meeting in December the candidates for President-Elect Nominee, Secretary, and Treasurer, receiving the majority of votes of active club members in attendance shall be declared elected to their respective offices. In the event of a tie for any position a majority of the Board at this election shall determine which candidate is elected to such office.
- 4. Terms of office:** Each officer shall hold office from the first day of July following his/her election for a period of one year, or until a successor is duly elected and assumes the duties of office as herein provided. The President-Elect shall assume the office of President at the end of his or her term of office as President-Elect. The person selected to be President-Elect shall serve as a member of the Board for the year commencing on the first meeting in July next following his/her election, and then serve as President commencing at the first meeting of the members in July immediately following his/her year of service as President-Elect. The person selected to be President-Elect Nominee will begin service as President-Elect the first day of July following his/her election for a period of one year. Officers elected shall serve for one (1) year commencing at this same time.
- 5. Vacancies on the Board:** A vacancy on the Board or any office shall be filled by majority vote of the remaining members of the Board. Persons filling vacancies shall serve the unexpired term of the member whose vacancy is being filled.
- 6. Resignation or Removal:** A member of the Board may resign at any time by tendering a written resignation to the Board of Directors, which resignation shall be effective upon acceptance by the Board. Members of the Board may be removed at any time with or without cause by the affirmative vote of a majority of the remaining members of the Board.
- 7. Meeting of the Board:** Regular meetings of the Board of Directors shall be held monthly on a mutually agreed upon date, unless otherwise directed by the President. Special meetings may be called at any time by the President on due notice to each Director, and shall be called by the Secretary or President upon the request of any three Directors. The purpose of the special meeting of the Board need not be stated in the notice thereof. The time, date and place of the meeting shall be stated in the notice of such meeting. When necessary, e-mail votes may be taken to expedite a decision. These electronic votes will be recorded as an addendum to the next official Board minutes.

Article 4 Duties of Officers

- 1. President:** It shall be the duty of the President, subject to the direction and supervision of the Board, to be responsible for the entirety of the Club and to have general and active control of its affairs and business, and general supervision of its officers and agents. The President shall preside at meetings of the Club and the Board and shall perform such other duties as ordinarily pertain to this office.

2. **President-elect:** The President-Elect shall assist the President and perform such duties as may be assigned by the President or by the Board. In the absence of the President the President-Elect shall have the powers and perform the duties of the President, and shall serve as a Director.
3. **Immediate Past President:** The immediate past president shall serve as a Director on the Board and shall perform such duties as may be assigned by the President or by the Board.
4. **Secretary:** It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of special meetings of the Club, record and preserve the minutes of the organization and Board meetings, and such committee meetings as the President shall from time to time direct, and make required reports to Rotary International, including the semi-annual reports of membership which shall be made to the General Secretary of Rotary International on the first day of January and July each year. The Secretary shall report all changes in membership to the membership of this Club and to the General Secretary of Rotary International, prepare the monthly reports of attendance at the Club meetings which shall be sent to the District Governor immediately following the last meeting of the month, prepare the report for Rotary International of the subscriptions to the ROTARIAN magazine, keep a record of visiting Rotarians, guests of members, lunches paid for by honorary or excused members in attendance, guests of the Club, and all other gratuities or receipts for the Treasurer, and perform such other duties as usually pertain to this office, or as directed by the President or by the Board.
5. **Treasurer:** The Treasurer shall be the principal financial officer of the Club and shall have the care and custody of all funds, securities, evidence of indebtedness and other personal property of the Club and shall deposit the same in accordance with the resolutions of the Board. The Treasurer annually shall account to the Club for all funds and at any other time upon demand by the Board, and shall perform such other duties as pertain to this office. In addition, the Treasurer will provide data for an annual report to the Internal Revenue Service. Upon retirement from office, the Treasurer shall turn over to the successor Treasurer or to the President all funds, books of accounts and records, and any other property of the Club.

Note: See Rotary club leader manuals for details on the roles of club officers.

Article 5 Meetings

1. **Annual Meeting:** An annual meeting of this club shall be held no later than 31 December of each year to elect the officers and directors who will serve for the next Rotary year.
2. **Regular Meeting:** The regular weekly meeting of this Club will be held on Thursdays at 12:00 noon. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members. All members excepting an honorary member (or member excused by the Board of Directors of this Club, in good standing in this Club, on

the day of the regular meeting, must be counted as present or absent. The order of business at such meetings shall be determined by the President.

3. **Board Meetings:** 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.
4. **Place of Meetings:** The meetings of the members shall be at such place or places within the Town of Windsor, Colorado, from time to time this location may need to be changed and will be determined by the Board of Directors.
5. **Method of Voting:** The business of the Club is conducted by voice vote or show of hands except for the election of officers, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.
6. **Quorum:** One third of the membership shall constitute a quorum at the annual and regular meetings of this Club. A majority of the Directors of the Board are required for a quorum at board meetings.

Article 6 Fees and Dues

1. **Initiation Fee:** The initiation fee is established by the Board of Directors and shall be paid by any potential member before the applicant can qualify as a member.
2. **Membership Dues:** Membership dues shall be established by the Board of Directors. Notice of a change in the dues schedule shall be given to the members by announcement to the club. Dues notices shall be delivered quarterly in January, April, July and October of each year. Payment is expected not later than the last day of January, April, July and October. The club shall pay from collected funds, when due, each members International and District 5440 dues including their subscription to the ROTARIAN magazine, Rotary International liability insurance, and Council on Legislation assessments.
3. **Rotary Foundation:** The Foundation Chair working with the Treasurer shall transfer the funds collected from members of the Club, in an amount to be specified by each individual member to The Rotary Foundation at a minimum of semi-annually.

Article 7 Committees

1. **General Information:** The Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership. The Clubs standing committees are:
 - Club Administration – President is the Chairperson of this Committee
 - Club Service
 - Rotary Foundation
 - Membership
 - Public AwarenessAdditional committees may be appointed as needed.
2. **Supervision:** 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. 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.

3. **Appointment:** The Chairperson for each committee will be appointed by the President Elect for his/her term and will be one year terms to coincide with the President's term. Each appointment will be approved by the Board via majority vote. The President or the Board shall refer additional business to a specific committee as needed.
4. **Authority:** Each Chairperson from the Club Service, Rotary Foundation, Membership and Public Relations Committees will be directors of the Club and have full voting rights as such.

Article 8 Finances

1. **Budget:** At least thirty (30) days prior to the beginning of the 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 purpose unless otherwise ordered by action of the Board.
2. **Procedures:** The Treasurer shall deposit all funds or other receipts of the Club in the bank or banks selected by the Board. All bills shall be paid only by check and signed/approved by the Treasurer or one other officer as designated by the Board. The payment of bills will be done in a timely manner. An annual financial statement of the club shall be provided to club members. A thorough annual review of all financial transactions shall be completed by a qualified person. The fiscal year is from July 1st to June 30th.

Note: Rotary's manual for club treasurers gives details on managing club finances.

Article 9 Membership

1. **New Membership Candidates:** 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. The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.
2. **New Member Requirements:** To gain membership a prospective member shall be an adult person of good character and good business, professional and/or community reputation. Prospective members should believe in the ideals of the Rotary motto of Service above Self & Subscribe to the 4-Way Test. The Board shall ensure that the candidate meets all of Rotary's membership requirements.
3. **Member Requirements:** An active member is expected to actively participate in activities during the Rotary Year. The activities include weekly meetings, meetings of other clubs, service projects, Committees or Action Groups, or social events. Members should be reflective of the diversity of the community.
4. **Business Membership:** A business membership may be granted to a business with a good reputation and with employees having good character. One person will be

considered the main representative for the business and all billings and other club related matters will be addressed with this individual. Quarterly billings from the Treasurer will be the same for business members as individual members. If the main representative from the business is not able to attend meetings another employee is encouraged to attend in their absence. If more than one (1) employee of the business attends a regular meeting then the club has the right to bill for the additional meal at the guest meal rate. Business memberships are encouraged to have other employees help with outside projects, committees and fundraising activities that the club is involved with.

5. **Honorary Membership:** The club may elect honorary members proposed by the Board. An Honorary Membership may be bestowed upon any person of distinction who resides in the Windsor area and is recognized for such achievement that reflects compliance with the 4-Way Test and in furtherance of Rotary ideals. Once selected as an honorary member, such membership shall continue until such time that the Board withdraws such membership.
6. **Termination of Membership:** Non-payment of dues may result in termination of membership subject to the discretion of the Board. If a member fails to attend as required, the member's membership may be subject to termination unless the member is otherwise in good standing (e.g. current on dues) and the Board consents to such non-attendance for good cause. The Board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the Board members present and voting. The guiding principles for this termination shall be The Four-Way Test, the high ethical standards that one should hold as a Rotary club member and good character and business, professional and/or community reputation.
7. **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 a specific 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 recorded as absent. Member will be required to pay club dues and any other expenses directly related to member during time of absence. A leave of absence will be granted for a minimum of four (4) weeks and a maximum of six (6) months.

Article 10 Resolutions & Amendments

1. **Resolutions or Motions:** 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.
2. **Amendments:** These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice (email is acceptable) be sent to each

member before the meeting. A quorum must 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.

- 3. Notices:** Any notice required or desired to be given pursuant to the bylaws, by the Board of Directors or by the President may be given orally at a regularly scheduled meeting of the Club, by first-class mail, or by electronic means.

MODIFIED & ADOPTED this 4th day of October, 2018.

Secretary: _____

President: _____