

**Bylaws of the Rotary Club of Crestwood-Sunset Hills, Inc.**

**Adopted: December 07, 2016**

**ARTICLE 1 - DEFINITIONS**

Section 1 - Board: The board of directors of the club.

Section 2 - Club: The Rotary Club of Crestwood-Sunset Hills, Inc. For the purposes of these by-laws, the words "club" and "corporation" shall have the same meaning.

Section 3 - Director: A member of the club board of directors.

Section 4 - Member: A member of the club, other than an honorary member.

Section 5 - District: Rotary International District 6060, Eastern Missouri, U.S.A.

Section 6 - Quorum: One-third of the members of the club for club decisions and a majority of the board for board decisions shall constitute a quorum.

Section 7 - RI: Rotary International

Section 8 - Year: The twelve month period that begins on July 1.

**ARTICLE 2 - BOARD**

Section 1 - Composition: The governing body of this club shall be its board of directors, consisting of the president, immediate past president, president-elect, secretary, treasurer, comptroller, and two at-large directors.

Section 2 - Voting Approval: The affirmative vote of five (5) members of the board shall be necessary for any board decision.

Section 3 - Appointment of Comptroller: The president, with the affirmative vote of the board, shall appoint a comptroller, who shall serve from year-to-year until a vacancy shall occur. In the event of a vacancy in this office, the president shall appoint a successor, subject to the affirmative vote of the board.

**ARTICLE 3 - ELECTIONS AND TERMS OF OFFICE**

Section 1 - Nominating Committee: The president shall appoint a nominating committee consisting of three (3) members who shall present to the club at a meeting held at least one month prior to election, a slate of one or more nominations for the offices of club treasurer and one director at-large (excepting in the year of the adoption of these by laws, wherein one director shall be elected for a two-year term and one director for a term of one year).

At the meeting at which the nominating committee shall present its slate to the club, the president shall call for additional nominations from the floor.

Section 2 - Election: The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 – Vacancy or Removal: If any officer or board member vacates his or her position, or is removed by the affirmative vote of two-thirds of the board, the majority of the remaining members of the board will appoint a replacement. If any officer-elect or director-elect vacates a position, a majority of the remaining members of the board-elect will appoint a replacement.

Section 4 - Term: The term of office shall be one (1) year for the offices of immediate past-president, president and president-elect and two (2) years for secretary, treasurer and director at-large. The offices of secretary and treasurer shall be elected in alternating years, as shall the directors at-large.

Section 5 - Succession: Unless a vacancy shall occur in the succeeding office, after a two-year term as treasurer or secretary, the officer so elected shall succeed, in turn, to the offices of president-elect, president and immediate past president.

#### **ARTICLE 4 - DUTIES OF OFFICERS**

Section 1 - General Duty: It shall be the duty of each officer and director to become acquainted with the current club constitution and bylaws and to attend meetings of the board on a regular basis.

Section 2 - President: It shall be the duty of the president to preside over the regular and special meetings of the club and the board and to perform such other duties as ordinarily pertain to this office. The president is expected to attend the District Conference.

Section 3 – President-Elect: It shall be the duty of the president-elect to serve as a member of the board and to perform such other duties as may be prescribed by the president or the board. In accordance with the club constitution, the president-elect shall attend the President-Elect Training Seminar..

Section 4 - Immediate Past President: It shall be the duty of the immediate past president to serve as a member of the board and to preside at meetings of the club and the board in the absence of the president. The immediate past president shall perform such other duties as may be prescribed by the president or the board.

Section 5 - Secretary: It shall be the duty of the secretary to:

- (a) maintain the membership and attendance records of the club;
- (b) record and preserve the minutes of each regular and special board meeting, including votes determined electronically;

(c) record and preserve a copy of the club constitution and bylaws, along with a copy of all policies and procedures adopted by the board, attaching the same as an appendix to the bylaws.

(d) update the membership roster with RI by June 1 and December 1 each year

(e) process the semi-annual invoice from RI;

(f) file monthly attendance reports as required by the District;

(g) file registration reports of officers and directors as required by the Missouri Secretary of State; and

(h) perform such other duties as ordinarily pertain to this office.

In accordance with the club constitution, the secretary-elect shall attend the Secretary-Elect Training Seminar.

For the convenience of the president and the board, the secretary may maintain a summary description of the usual and ordinary role and function of each officer and standing or additional club committee and attach the same as an appendix to these bylaws.

Section 6 - Treasurer: It shall be the duty of the treasurer to:

(a) collect and direct the deposit of the annual dues, weekly luncheon fees, activity fees and other funds of the club and to account to the comptroller for the same;

(b) distribute billing statements to members and submit a report of delinquent membership accounts to the board; and

(c) perform such other duties as may be prescribed by the president or the board.

Section 7 - Comptroller: It shall be the duty of the comptroller to have custody of all funds, accounting for the same monthly to the board and annually to the club, and to perform such other duties as may pertain to this office. The comptroller shall timely file all necessary income tax returns, shall maintain the exemption for sales tax provided by the Missouri Department of Revenue and shall prepare the books of account for any requested audits. Upon retirement from office, the comptroller shall turn over to the incoming comptroller, or to the president, all funds, books of account and any other club property in his or her possession.

## **ARTICLE 5 - MEETINGS**

Section 1 - Annual Meeting: An annual meeting of this club shall be held no later than December 31st each year for the election of any officers and directors to serve for the following Rotary year.

Section 2 - Regular Meetings: The club shall hold regular meetings consistent with the club constitution. Notice of any changes in, or cancellation of, a regular meeting shall be given to all members of the club.

Section 3 - Club Assembly: The board of directors will schedule club assembly meetings throughout the year, as needed, in order to attend to club business.

Section 4 - Board Meetings: Regular meetings of the board shall be held each month as agreed by the president and the board. Special meetings of the board shall be called by the president as he or she deems necessary, or upon the request of two members of the board. These meetings shall also constitute corporate meetings. A majority of the board may assent to action by the board by electronic means, unless any member of the board shall object to action being taken by such means, in which case the board shall meet in regular or special session for the proposed action to be voted upon.

## **ARTICLE 6 - FEES AND DUES**

The membership dues for this club shall be as determined from time to time by the directors. Billing notices to club members may be sent annually or semi-annually, as directed by the board. In conjunction with the budget prepared pursuant to Article 9, club membership dues for each Rotary year should be intended to cover the following expenditures:

- (a) the semi-annual invoice from RI;
- (b) annual District dues;
- (c) regular meeting costs other than the actual costs of member meals;
- (d) club operating expenses, including the cost of attendance by the president at District Conference and the president-elect and secretary-elect at the President-Elect and Secretary-Elect Training Seminars; and
- (e) such other expenditures as may be determined by the board.

## **ARTICLE 7 - METHOD OF VOTING**

The business of this club shall be transacted by voice vote or a show of hands, except where a contested election for an officer or director position exists, which shall be by ballot. The board may further determine that a specific resolution be conducted by ballot rather than by voice vote or by show of hands.

## **ARTICLE 8 - COMMITTEES**

Section 1 - Appointment by President: The president shall, with the approval of the board, appoint the chairmen of all standing committees and shall further appoint such additional committees as necessary to perform the work of the club in furtherance of its goals. The president shall further, with the advice of the committee chairman, appoint committee members to assist the committee chairman in the furtherance of his or her duties. Where feasible, a committee chairman should serve for no more than three years. The president shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership thereof.

Section 2 - Committees - General Duty and Authority: Club committees should coordinate their efforts to achieve the annual and long-term goals of the club and in furtherance of Rotary's Avenues of Service. The chairman of each committee shall be responsible for the regular meeting and activities of his or her committee. The chairman shall supervise and

coordinate the work of his or her committee, as may be delegated to it by the president or board or by these bylaws. Except where express authority is given by the board, no committee shall have the authority to take any action on behalf of the club or board until a request has been made to the board and express authority or action has been approved.

Section 3 - Standing Committees: The club shall have the following standing committees: Budget, Major Gifts, Membership, Nominating, Public Relations and Rotary Foundation.

Section 4 - Major Gifts Committee: The Major Gifts committee shall consist of a minimum of five (5) club members and shall have the responsibility of reviewing and recommending for support or non-support expenditures in excess of \$1,000.00 for any service project. Such project may be referred to the committee by the board or may be originated by the committee.

## **ARTICLE 9 - FINANCE**

Section 1 – Budget and Annual Review: Before the commencement of each fiscal year, a budget committee, consisting at a minimum of the president, the treasurer and the comptroller, shall prepare an annual budget of estimated income and expenditures, which upon approval of the board, shall act as a limit of expenditures, unless otherwise ordered by action of the board. Club operating expenditures which exceed the total amount of club income received from member dues and fees may be paid from the fund-raising monies of the club only after consideration and approval of the board.

As provided in Article 8, Section 4, of these bylaws, expenditures for any service project in excess of \$1,000.00 shall be first referred for review to the major gifts committee. The board may, in special circumstances, approve an expenditure in excess of this limit for a service project without first submitting the same to the major gifts committee.

A thorough review of all financial transactions of the club shall be made from time-to-time by, or under the direction of, the budget committee, but no less often than annually. An annual financial statement will be prepared and submitted to the club.

Section 2 - Deposit of Funds: The treasurer and comptroller shall deposit all club funds in such financial institutions with such accounts as shall be approved by the board.

Section 3 - Bill Payment: All bills shall be paid only as authorized or approved by the board and a full accounting thereof shall be made from time to time to the board.

Section 4 - Fiscal Year: The fiscal year of the club shall extend from July 1st to the succeeding June 30th.

## **ARTICLE 10 - METHOD OF ELECTING MEMBERS**

Section 1 - Members: The club shall have two kinds of membership, namely: active and honorary, as defined in Article 10 of the club constitution.

Section 2 - Procedure for Approval: Any member may propose a candidate for membership, or another club may propose the transfer of one its current or former members, as a member of the club. The board may, from time to time, adopt procedures for the consideration of a candidate for membership and which procedures shall include the following:

- (a) the order of the process for approval;
- (b) the factors for consideration;
- (c) the provision of information to the candidate of the purposes of Rotary and the privileges and responsibilities of membership;
- (d) an appropriate ceremony for the induction of the member to the club; and
- (e) appropriate follow-up to ensure that the new member is encouraged to become a fully active member of the club.

Section 3 - 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 club meetings for a specified length of time not exceeding twelve (12) months.

## **ARTICLE 11 - RESOLUTIONS**

No resolution or motion to commit this club on any matter, or any amendment of these bylaws, shall be considered by the club until it has first been considered by the board. Such resolution, motion or amendment, if offered at a club meeting, shall be referred to the board without discussion.

## **ARTICLE 12 - AMENDMENT**

These bylaws may be amended at any regular club meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such purposed amendment shall have been submitted to each member at least ten (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 with the Constitution and Bylaws of RI and the Rotary Code of Policies.