

Bylaws of the Rotary Club of BOULDER FLATIRONS

Article 1 Definitions.

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. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2. Board of Directors.

The governing body of this club shall be the Board of Directors; consisting of up to twelve (12) members of this club, namely, six (6) directors elected in accordance with article 3, section 1, of these bylaws, and the Officers of the Club including president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, the immediate past president and the president of any Satellite Club. If there is no satellite club, the club may elect an additional director-at-large for a one year term.

Article 3. Election of Directors and Officers.

Section 1-At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, secretary, treasurer, and three (3) directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three (3) candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the election of a successor. The Club may choose to elect officers via voice vote, rather than written ballot.

Section 2 -The officers and directors, so elected, together with the immediate past president shall constitute the board.

Section 3-A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 -A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Section 5. After election, the President-elect shall select some member of the club to act as Sergeant-at-Arms.

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 -President-elect. It shall be the duty of the president-elect to serve as a director, to preside at meetings of the club and the board in the absence of the president and to perform such other duties as may be prescribed by

the president or the board.

Section 3 -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 the minutes of such meetings; report timely to RI required information including reports of membership of each active member who continues or has been elected to membership in the club, report changes in membership;; and perform other duties as usually pertain to the office of secretary.

Section 4 -Treasurer. It shall be the duty of the treasurer to have custody of all funds, preparing regular financial reports to the Board and/or Club as requested;, and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall tum over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Section 5 -Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

Article 5 Meetings.

Section 1 - Annual Meeting. An annual meeting of this club shall be held in November in each year.

Section 2 - The regular weekly meetings of this club are typically held on Wednesday at 7:15. The President, with Board approval, can change the time and day of regular meetings with no change to these bylaws required. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members in good standing in this club are strongly encouraged to attend all regular meetings as possible or to make up missed meetings through community service or attendance at a different Rotary Club.

Section 3 -One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 -Regular meetings of the board shall be held on the 1st Tuesday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 -A simple majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues.

Section 1 - The admission fee shall be \$ 100 to be paid before the applicant can qualify as a member. This fee can be waived for any year, by actions of the Board of Directors.

Section 2 -The membership dues shall be set annually and approved by the Board of Directors. The membership dues shall include at a minimum Rotary International and District dues, as set by those bodies each year.

Article 7 Method of Voting.

The business of this club shall be transacted by viva voce vote except the election of officers and directors, which may be by ballot or viva voce vote. The Board may determine that a specific resolution be considered by ballot rather than by viva voce vote. (Note: Viva voce vote is defined as when club voting is conducted by vocal assent).

Article 8 Rotary Avenues of Service.

The Rotary Avenues of Service are the philosophical and practical framework for the work of this Rotary club. This club will strive to be active in each of the Rotary Avenues of Service.

Article 9 Committees.

Club committees are charged with carrying out the annual and long-range goals of the club based on the Rotary Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. 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 created, maintained and appointed in such a way as to best support the Four Avenues of Service and the membership of the Club at the time.

Note: Additional ad hoc committees may be appointed as needed.

The president shall be ex officio a 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.

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 Club Membership and Board of Directors on all committee activities.

Article 10 Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president may make reference to appropriate RI materials.

Ideally each committee should have a specific mandate, clearly defined goals, and action plans established at the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

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 a specified length of time. The Club may designate a special dues structure for those members on a Leave of Absence.

Article 12 Finances.

Section 1 -The board shall review and approve 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. The budget shall clearly identify and separate the budgets for club operations and for charitable/service operations.

Section 2 -The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be placed in separate bank accounts when it is prudent or required to do so to ensure funds are used for their specific purpose.

Section 3-All bills shall be paid by the treasurer or other authorized officer only when approved by at least one other officer or director.

Section 4 -A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 -The fiscal year of this club shall extend from 1July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from 1 July to 31 December, and from 1January to 30 June. The payment of RI and District dues shall be made when due on the basis of the membership of the club on those dates.

Article 13 Method of Electing Members

Section 1- An application form of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 -The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3-The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4 –If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 -If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if required), shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection the proposed member, upon payment of the admission fee (if required), shall be considered to be elected to membership.

Section 6 -Following the election, the President or their designee, shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the secretary will report the new member information to RI. It is suggested that the president or their designee assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 -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 resolution or motion to 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 without discussion

Article 15. 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 shall have been mailed 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.