Bylaws
Sunrise Rotary Club
Salida, Colorado

Article I. 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. Quorum: One third of club membership, a majority of directors for the Board.

5. RI: Rotary International.

6. Year: Fiscal Year: The twelve-month period that begins on 1 July and ends 30 June.

Article 2. Board

The governing body of this club shall be the board consisting of 7 members of this club, namely, 2 directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

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 2 directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the 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. Absentee voting by letter or email is permitted if received by the president-nominee at least 24 hours prior to the annual meeting. The candidates for president, secretary, and treasurer receiving a plurality of the votes shall be declared elected to their respective offices. The 2 candidates for director receiving a plurality 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.
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 – The Secretary and the Treasurer positions shall be served by the same person for no more than two consecutive fiscal years.
Section 6 – Two (2) Directors-at-Large will serve for two (2) consecutive fiscal years. (At the initiation of these bylaw changes, one (1) will serve for 1 year and one (1) will serve for two years.

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. Elected for one (1) fiscal year.
Section 2 – *President-elect*. It shall be the duty of the president-elect to serve as a director, chair the Membership Committee, and to perform such other duties as may be prescribed by the president or the board. Elected for one (1) fiscal year.
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 as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. Elected for two (2) consecutive fiscal years.
Section 4 – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property. Elected for two (2) consecutive fiscal years.

Article 5. Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the second Wednesday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Wednesday (day) at 7:30 a.m. (time).
Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to article 8, sections 3 and 4 of the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 8, sections 1 and 2.
Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.
Section 4 – Board meetings are open to any dues paying member of the Salida Sunrise Rotary club. Regular meetings of the board shall be held on the fifth Wednesday of any month that contains five Wednesdays. Special meetings of the board (including email and electronic) shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.
Section 5 – A majority of the directors shall constitute a quorum of the board.

Article 6. Fees and Dues
Membership dues, which shall include club, district and Rotary International dues, the cost of each member's subscription to *The Rotarian* magazine, plus periodic contributions deemed appropriate, shall be established by the board. In the event that the board establishes an amount which constitutes an increase in dues, such increase will not be effective until approved by majority vote of a quorum of the membership present at any regular meeting. Dues shall be payable as determined by the board, but in no event more frequently than monthly, nor more infrequently than quarterly.

Non-Profit Dues. A one-half (1/2) membership dues option shall be offered to one employed staff member/executive director of a non-profit, 501(c)(3) organization.

Article 7. Method of Voting
The business of this club shall be transacted by vocal assent vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by vocal assent vote.

Article 8. Committees
Club committees are charged with carrying out the annual and long-range goals of the club based on the five 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. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members, and will be chaired by the President Elect or his/her delegate.

- Club Public Relations

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

- Club Administration

This committee should conduct activities associated with the effective operation of the club.

- Service Projects

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

- The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

- Budget and Finance

This committee is responsible for the drafting of the annual operations budget and the donation and scholarship budget, including allocations for specific types of funding, e.g., education, environment, scholarships, long term endowment, The Rotary Foundation, etc. This committee will solicit requests for funds bi-annually and will review requests and recommend recipients for club approval according to stated guidelines.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
(b) 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.

(c) 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.

Article 9. 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 shall make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year. 7-10 days prior to a Board Meeting, committee chairman will notify board members of final recommendations made which will require disbursement of money.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by 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 10. Leave of Absence

Upon written application to the board and the secretary, 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. Dues will be suspended during the member's leave of absence. The returning member will not be billed until the billing cycle beginning after the notified return of the club member. No dues credit balance paid will be carried forward. A negative dues balance must be paid current prior to being accepted as returned from the leave of absence.

Article 11. Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare 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 comply with US Tax Reporting requirements.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board.

Section 3 – All bills shall be paid by the treasurer or other authorized officer. Two signatures will be required on expenditures over $1000.

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 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the

basis of the membership of the club on those dates.

Article 12. Method of Electing Members

Section 1 – The name 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 not honorary membership), as prescribed in these bylaws, 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 not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the membership chair 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 and the membership chair will assign a member to assist with the new member's assimilation to the club as well as recommend the new member join a club project or committee.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 13. 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 14. New Project Proposal Process

The following process should be followed when a Rotarian has a new idea for a club project that the club will be required to support and own. This could be a community or international program or a fundraiser. New ideas for a project should support the club's mission and objectives as well as its commitment to service locally or internationally.

Section 1 - Idea should first be reviewed with the club president and several fellow Rotarians on an informal basis to assess interest.

Section 2 – An appropriately-detailed presentation should be brought forward to the board or president. If there is no financial requirement from the club, and it is a short term volunteer commitment, the Proposer should discuss the idea with the club president, and upon the president's consent, take the idea directly to the club. If the idea does require some financial commitment and/or significant volunteer hours from the club members, then the club board must review and support the idea before it gets presented to the entire club.

Section 3 – Proposal is brought forward to the club to determine if there is sufficient interest. A recap of the discussion and any presentation materials should be sent out by the club secretary for all to review. At the next weekly club meeting, there should be an agenda item to ask the club if there is additional feedback or further questions. Then, at a future meeting, a vote should be taken by the club.

Section 4 – A project leader should be identified, and if appropriate, a committee should be formed. If money is involved, a budget and financial management process should be established in concert with the club treasurer. Ongoing projects should have regular report-outs during the monthly club board meetings.

Section 5 – At project completion, the project leader should provide a summary to the club to review the results and close out the project.

Details of this process are described in the document "Salida Sunrise New Project Proposal Process Guidelines."

Article 15. Order of Business for Board Meetings
Meeting called to order
Treasurer Report
Secretary Minutes
Committee reports
Unfinished business
New Business
Adjournment

Article 16. 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 distributed 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.