

ROTARY CLUB OF BOULDER, COLORADO, U.S.A.
BYLAWS
November 30, 2018

Article I
Nomination, Election, and Appointment Of Officers and Directors

SECTION 1 - Each year, at the club's annual meeting designated for election of officers and directors, the club membership shall elect a President, President-elect, and members at-large to the Board of Directors. The number of members elected annually to the at-large positions shall be four.

There shall be a Nominating Committee, consisting of two past Presidents, two members at-large, and the President-elect, all to be appointed by the President and to be chaired by the President-elect. At any time prior to the selection of the Nominating Committee, any member of the club may submit recommendations for the two at-large Nominating Committee members. Such recommendations shall be submitted in writing to the current President or President-elect. At the regular meeting three meetings prior to the designated meeting for the election of officers, the Nominating Committee shall nominate one name for the office of President, one name for the office of President-elect, and not fewer than twice the number of nominees necessary to fill the at-large directorships open for election. The members of the club shall then have an opportunity to nominate from the floor except for the office of President. Nominees for the office of President and President-elect must have served on the Board of Directors as a member thereof prior to the date on which they would take office.

All nominations shall be read by the presiding officer at the next two regular meetings of the club and an additional opportunity offered each time for further nominations from the floor. All nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted upon at the designated meeting for the election of officers and directors. The candidate for President-elect receiving the largest number of votes cast shall be declared elected. The terms of the newly-elected President and President-elect shall begin the following July 1. The four nominees for at-large directorships receiving the largest number of votes cast shall be declared elected as directors at-large for two-year terms to begin the following July 1.

In the event of a tie vote for an at-large directorship, a run-off election shall be between the tied candidates which shall be held at the next regular meeting of the club.

SECTION 2 - For each Rotary year (which begins on July 1 and ends on June 30) the newly elected officers and directors together with those at-large directors whose terms continue for one additional year and the Immediate Past President shall constitute the voting members of the Board of Directors. The new Board of Directors shall meet and elect a Sergeant-at-Arms from among the members of the club at large.

SECTION 3 - The officers and directors elected in accordance with the provisions of Section 1 of this Article, together with the Immediate Past President, shall select from the club's membership, prior to the thirtieth day of June following, a Secretary and a Treasurer. The Secretary and the Treasurer (and/or parties providing administrative or accounting services on behalf of the club) may be paid or otherwise financially assisted from club funds in whatever amount and in whatever manner the above-named officers (or other parties, as applicable) and directors of the club shall deem appropriate.

SECTION 4 - A vacancy in the Board of Directors shall be filled by the remaining members of the Board of Directors. A member appointed to fill a vacancy in the Board of Directors shall serve for the remaining unexpired term of the vacancy. A vacancy in the office of President-elect shall be filled by the nominating committee which shall designate a nominee for approval by the Board of Directors. If the Board of Directors approves the nomination, the name shall be submitted to the members of the club at the next regular meeting of the club and in the next club bulletin. An election to fill the vacancy of President-elect will be held at the regular meeting of the club two meetings following the meeting at which the nomination to fill the vacancy of President-elect was announced. The members of the club shall have an opportunity to nominate from the floor prior to the day of election. The nominees shall have the qualifications and be elected in the same manner as provided for in Article I, Section 1.

In the event of a vacancy in the office of the President during the first six (6) months in his term, the President-elect shall succeed to the office of President and a new President-elect shall be nominated and elected by the membership as specified above. In the event of a vacancy in the office of the President during the last six (6) months of his term, the President-elect shall perform the duties of the President during the remainder of said term, remaining as President-elect so that he may serve as President for the next full term.

Article II Board of Directors

The governing body of this club shall be the Board of Directors consisting of at-large directors elected for staggered two-year terms in accordance with Article I of the Bylaws, the President, President-elect, Immediate Past President, Secretary and Treasurer. The number of at-large directors elected annually (pursuant to Article I) shall be four. As such, the total voting members of the Board of Directors will be thirteen members (of which eight shall be at-large). The Secretary and the Treasurer shall be voting members of the Board of Directors, with all privileges of a Board member.

Article III Duties of Officers

SECTION 1 - President. It shall be the duty of the President to preside at meetings of the club and Board of Directors and to perform such other duties as ordinarily pertains to this

office. If the President is unable to preside at a regular weekly meeting of the club, the President shall designate a member to preside.

SECTION 2 - Immediate Past President. It shall be the duty of the immediate past President to serve as a director and to perform such other duties as may be prescribed by the President or the Board of Directors.

SECTION 3 - President-elect. It shall be the duty of the President-elect to preside at annual meetings of the club and meetings of the Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to this office.

SECTION 4 - Secretary. It shall be the duty of the Secretary to perform, or to supervise the performance by others of the following:

- Keep the records of membership;
- Record the attendance at meetings;
- Send out notices of Board of Directors meetings, and preserve the minutes of such meetings;
- Make all required reports to Rotary International in a timely manner, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period;
- Report changes in membership;
- See that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be;
- Assist the Treasurer in preparing invoices to members for amounts due to the club; and
- Fulfill other duties as assigned by the Board of Directors pertaining to the office.

The Board of Directors may also appoint from the club membership an Assistant Secretary to assist the Secretary with the duties set forth above. Upon the end of his or her term as Secretary, the Secretary shall turn over all records, minutes, reports, and other club property to his successor or the President.

SECTION 5 - Treasurer. It shall be the duty of the Treasurer to perform, or to supervise the performance by others of the following:

- Send quarterly invoices to members for amounts due to the club, including dues and meeting charges as set forth in Article V, Section 1, below;
- Collect and account for payments made to the club by members and others;
- Have custody of all funds, accounting for same to the club at its annual meeting, or at other times, upon demand by the President or Board of Directors at periodic regular meetings;
- Disburse the funds of the club, taking proper vouchers and receipts for such disbursements, and shall render to the Board of Directors, at its regular meetings,

or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the club.

- Present monthly reports at Board meetings on the club's finances; and
- Fulfill other duties as assigned by the Board of Directors pertaining to the office.

The Board of Directors may also appoint from the club membership an Assistant Treasurer to assist the Treasurer with the duties set forth above. Upon the end of his or her term as Treasurer, the Treasurer shall turn over all funds, books, accounts, and other club property to his successor or the President. The Treasurer may be bonded at club expense, if determined by the Board of Directors to be appropriate.

SECTION 7 - Sergeant-at-Arms. It shall be the duty of the Sergeant-at-Arms, working with the club's Meeting Management Committee chairs or co-chairs to prepare the accouterments for each meeting in advance of the time of the meeting and to remove them after the meeting, and to perform such other duties as may be prescribed by the President or the Board of Directors. The Sergeant-at-Arms may be the chair or co-chairs of the Meeting Management Committee.

Article IV Meetings

SECTION 1 - Annual Meeting. The annual meeting of this club shall be held prior to December 31 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 Fridays at 12:00 P.M. For good cause, the Board of Directors may cancel or change the time or date of a regular meeting, provided that reasonable prior notice of any change or cancellation shall be given to all members of the 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 of Directors shall be held each month at a time and place fixed by the President with the concurrence of a majority of the Board of Directors. Special meetings of the Board of Directors shall be called by the President, whenever deemed necessary, or upon the request of two members of the Board, reasonable prior notice having been given.

SECTION 5 - A majority of the Board members shall constitute a quorum of the Board of Directors.

Article V Fees and Dues

SECTION 1 - The membership dues shall be \$110 per quarter (\$440/year), plus per member cost for facilities and meals served during the club's regular weekly meetings as established by the Board of Directors. Dues and facilities/meal costs for each quarter are payable in advance on the first day of July, October, January, and April. No refund shall be made under this section to any member who shall miss meals so served.

SECTION 2 – The following categories of members shall pay regular dues, but shall be responsible for paying facilities/meals charges for only meetings actually attended where meals were eaten by the said member during any particular billing period:

- Members exempt from attendance under Article 12, Section 3(b) of the Club Constitution (Rule of 85); members who had previously elected to be excused from attendance and approved by the club Board of Directors under the “Rule of 85” rules in effect prior to Rotary International’s 2016 Council on Legislation shall continue to be exempt;
- Members granted a leave of absence under Article VIII, below;
- Members admitted in the Boulder New Generations category under Article XIII, , below; and
- Members admitted in the BRC-Roots category under Article XIII, below.

Article VI Method of Voting

The business of this club shall be transacted by viva voce vote, unless involving an election of officers and directors or involving a matter specifically designated by the Board of Directors to be voted on by another method (including a method permitting absentee voting). The election of officers and directors shall always be by ballot.

Article VII Committees

SECTION 1 - The President, subject to the approval of the Board of Directors, shall appoint committees that foster a balanced service program encompassing the five Avenues of Service: Club Service, Community Service, International Service, Vocational Service and Youth Service. Such committees shall have the purposes, powers and authority established by the Board of Directors.

Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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 chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair of a committee have previous experience as a member of that committee.

SECTION 2 - 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 reference appropriate RI materials and the Avenues of Service. 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 of Directors in advance of the commencement of the year as noted above.

SECTION 3 - Each of the club's committees shall consist of a chair or co-chair named by the President from among the membership and members named from among the club membership. 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 of Directors on all committee activities.

SECTION 4 - The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership therein.

SECTION 5 - Each committee shall transact such business as is delegated or referred to it by the President or the Board of Directors. Committees shall take action only after a report has been made to and approved by the Board of Directors.

Article VIII Leave of Absence

Upon written application to the Board of Directors 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. Such leave of absence shall suspend the member's obligations to pay for facilities/meals charges, but shall not affect the member's obligations to pay dues, as set forth in Article V, above.

Article IX Finances

SECTION 1 - The Treasurer shall deposit, or cause to be deposited, all funds of the club in a bank or banks to be named by the Board of Directors.

SECTION 2 - All bills shall be paid only by checks signed by the Treasurer, the President, the Past-President or the President-elect; provided, however, that checks written on the club's segregated raffle bank account may be signed by an authorized club games manager. Financial reports shall be made monthly to the Board of Directors by the Treasurer. A review of the club's financial records will be conducted no less often than annually by a finance committee appointed by the President.

SECTION 3 - Officers having charge or control of funds shall give bond if required by the Board of Directors for the safe custody of the funds of the club, with the cost of bond to be borne by the club.

SECTION 4 - The fiscal year of this club shall extend from July 1st to June 30th.

SECTION 5 - Prior to the beginning of each fiscal year, the Board of Directors shall prepare, or cause to be prepared, 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 of Directors. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Article X Method of Electing Members

SECTION 1 - Before becoming a member of the club, prospective members, including active and former members of this or any other Rotary club, must be invited to join by a current member in good standing of this club, hereinafter referred to as "proposer".

SECTION 2 - The committee in charge of membership shall develop, draft, amend, replace and present to the Board of Directors, from time to time as deemed reasonable, convenient or necessary by the Board of Directors, new member proposal forms and guidelines for approval by the Board. Proposed members must agree to publication of his or her name and short bio in the club bulletin for the length of time as approved by the Board of Directors in the new member guidelines.

SECTION 3 - The proposer shall obtain, and shall be responsible for the accurate completion of, the new member proposal form and shall be responsible for completion of all requirements for admission of a new member in accordance with the new member admission guidelines, all as adopted by the Board of Directors.

SECTION 4 - Upon completion of all requirements for admission to the club, the proposal shall be submitted to the Board of Directors which shall approve or disapprove the proposal. The Board of Directors shall ensure that the proposal meets all the classification and membership requirements of the Standard Rotary Club Constitution. There shall be no appeal from the decision of the Board of Directors, which shall be final.

SECTION 5 - If the decision of the Board of Directors is favorable, the proposed membership and classification will be published by the club in the club bulletin.

SECTION 6 - If no written objection to the proposal, stating reasons, is received by the Board of Directors from any member (other than honorary) of the club within ten (10) days following publication of information about the prospective member, the person shall be considered to be elected to membership. The Secretary, or the Secretary's designee, shall notify the proposer and committee in charge of new member induction of the decision of the Board of Directors and that no objections to the proposal were received. Once the prospective member is approved for membership, the committee in charge of

new member induction shall make necessary arrangements for induction of the new member at a regular meeting of the club as soon as reasonably practicable.

If any objection has been filed with the Board of Directors, the Board of Directors shall vote on this matter at its next meeting. If approved despite the objection, the proposed member shall be considered to be elected to membership.

SECTION 7 — Following election to membership, the President shall arrange for the new member's induction, orientation, and new member Rotary and club literature. In addition, the Secretary will report the new member information to RI and the president will assign the proposer and the club committee charged with new member integration to assist with the new member's assimilation to the club and participation in a club project or function.

SECTION 8 — The club may elect, in accordance with the Boulder Rotary Club Constitution, honorary members proposed by the Board of Directors.

Article XI Resolutions

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 of Directors. Such resolutions or motions, if offered at a club meeting and seconded, shall be referred, without discussion, to the Board of Directors.

Article XII Club Affairs

SECTION 1 - Any appeal to the club or to its members, as Rotarians, for charitable or other subscriptions, shall be first cleared with the President who will rule on requests, based on the existing policy as determined by the Board of Directors.

SECTION 2 - This club shall not permit candidates for political office to speak at meetings during the period of three months preceding the public election, except in the format of a debate.

Article XIII Additional Membership Categories

SECTION 1 - Pursuant to Article 9 of the club's Constitution, the club may have the following additional kinds of membership, as determined by the club's Board of Directors:

- Boulder New Generations members, who shall be admitted to the club in accordance with Article X, above, and the by-laws of the Boulder New Generations Membership Group; and
- BRC-Roots members, who shall be admitted to the club in accordance with Article X, above, and the by-laws of the BRC-Roots Membership Group.

SECTION 2 - The club's Board of Directors shall approve separate by-laws for the Boulder New Generations Membership Group and the BRC-Roots Membership Group, which shall govern the activities of these groups and be consistent with these By-Laws and the club's Constitution.

Article XIV

Sexual Harassment; Complaints Against Members

SECTION 1 — Guiding Principles

We are committed to providing a safe and harmonious Rotary Club environment which enhances the achievement of The Object of Rotary. At the core of our Rotary community is a spirit of mutual respect grounded in the Rotary Code of Conduct and the Four-Way Test. In this environment, all members and participants in Rotary activities have the right to be treated fairly and with respect. Accordingly, harassment and discrimination at any club meeting, event, or activity, including sexual harassment, will not be tolerated.

SECTION 2 – Policy on Sexual Harassment

The Board of Directors shall prepare, adopt and, as appropriate, from time to time amend the club's Policy on Sexual Harassment ("Policy"), and shall cause the Policy to be available to club members on the club website and from the Secretary.

Article XV Interpretation

Throughout these Bylaws, nouns and pronouns of one gender shall include the other gender as the context may require.

Article XVI 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 furnished to each member at least ten days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Boulder Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies..

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of 10 pages, including this page, constitute the Bylaws of Rotary Club of Boulder, Colorado, U.S.A. adopted by vote of the members of Rotary Club of Boulder, Colorado, U.S.A. as of November 30, 2018


Katherine ol (Dec 5, 2018)

Kathy Olivier
Secretary



Bylaws CLUB APPROVED 11-30-18

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