

## **Bylaws of the BRC-Roots, a satellite group of Rotary Club of Boulder**

### **Article 1 Definitions**

1. Board: The BR Club's board of directors
2. BR Club: Rotary Club of Boulder
3. Director: A member of the BR Club's board of directors
4. Member: A member of the BR Club (which, for clarity, includes Roots Members)
5. Quorum: The minimum number of participants who must be present when a BRC-Roots vote  
is taken:
  - (i) for Roots Member votes: one-fourth of BRC-Roots members for BRC-Roots decisions,
  - (ii) for Co-Chair decisions: the agreement of both co-chairs
  - (iii) for Roots Executive Committee decisions: a majority of the members of the Executive Committee.
6. RI: Rotary International
7. BRC-Roots Member: A member of the BR Club that is designated by the member and the BR Club (and accepted by the BRC-Roots Executive Committee) as being a member of BRC-Roots.
8. Year: The 12-month period that begins on July 1.

### **Article 2 Officers and Executive Committee**

The officers of BRC-Roots satellite is comprised of two (2) Co-Chairs (Junior and Senior), and the governing body of BRC-Roots is its Roots Executive Committee, which consists of its two current Co-Chairs, the immediate past two (2) Co-Chairs (to the extent they are still Members of the Club), and the President of the BR Club, for a maximum of five (5) members. A member of the Executive Committee (as selected by the Executive Committee), will maintain records of BRC-Roots meetings and Executive Committee meetings.

The secretary of the BR Club will maintain membership records of the Club (including BRC-Roots), and the treasurer of the BR Club will oversee all funds of the Club (including BRC-Roots).

### **Article 3 Elections and Terms of Office**

Section 1 — Every six months, and one month before the scheduled election, Roots Members nominate candidates for Junior Co-Chair. The nominations may be presented by the Roots Executive Committee, or by Members from the floor.

Section 2 — The candidate who receives a majority of the votes for Junior Co-Chair is declared elected to that office. The Junior Co-Chair being replaced will move to "Senior Co-Chair" position and the Senior Co-Chair will move to "past Co-Chair member of Executive Committee."

Section 3 — If a Co-Chair vacates his or her position, the remaining members of the Roots Executive Committee will appoint a replacement.

Section 4 — If any Co-Chair-elect vacates a position, the remaining members of the Roots Executive Board will appoint a replacement.

Section 5 — The term of office for each Co-Chair role are as follows:

Each Co-Chair position shall have a one year term, with staggered terms that overlap by six months: one Co-Chair term will be from July 1 to June 30, and the second Co-Chair term will be from January 1 to December 31.

#### **Article 4 Duties of the Officers**

Section 1 — The Senior (in term) Co-Chair presides at BRC-Roots satellite meetings and Roots Executive Committee meetings.

Section 2 — The Junior (in term) Co-Chair presides at BRC-Roots satellite meetings and Roots Executive Committee meetings when the Senior Co-Chair is absent, maintains records of meeting notes and members attendance/activity.

Section 3 — The two immediate past Co-Chairs serve as a member of the Roots Executive Committee.

Section 4 — A designated Roots member will attend BR Club Board meetings as an observer and liaison representative of BRC Roots.

Section 5 — The BR Club secretary keeps membership and attendance records for the BR Club (including BRC-Roots). Upon request the BRC-Roots Co-Chairs will provide the BR Club secretary with BRC-Roots meeting notes and attendance/activity records.

Section 6 — The BR Club treasurer oversees all BR Club funds in accordance with the BR Club bylaws.

#### **Article 5 Meetings**

Section 1 — A semi-annual meeting at the fourth Tuesday meeting of BRC-Roots will be held for the purpose of electing BRC-Roots Co-Chairs, as follows:

- (i) no later than June 30 of each year to elect the Co-Chair to serve for the next Rotary Year, and
- (ii) no later than December 31 of each year to elect the Co-Chair to serve for the next 12-month period that begins on January 1.

Section 2 — This BRC-Roots satellite meets twice per month as follows:

- (i) Second Friday of each month – at the BR Club regular meeting, including as needed, a short meeting/discussion prior to the commencement of that regular noon BR Club meeting.
- (ii) Fourth Tuesday of each month -- from 7:30 to 8:30 a.m. The BRC-Roots Co-Chairs will provide notice to BRC-Roots members as to the meeting location, which may alternate between a restaurant location and a BRC-Roots service location.

Reasonable notice of any change or cancellation of the regular meeting will be given to all Roots Members.

Section 3 — Roots Executive Committee meetings are held as needed in conjunction with regular BRC-Roots meetings. Special meetings of the Roots Executive Committee are called with

reasonable notice by the Senior Co-Chair or upon the request of two Executive Committee members.

#### **Article 6 Dues**

BRC-Roots satellite dues are set by the BR Club in accordance with the terms of the BR Club's bylaws, and shall be paid quarterly. BRC-Roots satellite dues include RI per capita dues, a subscription to The Rotarian, district per capita dues, BR Club fees, and any other Rotary or district per capita assessment.

#### **Article 7 Method of Voting**

The business of BRC-Roots is conducted by voice vote or a show of hands except in the election of Co-Chairs, which is conducted by ballot. The Co-Chairs may also provide a ballot for a vote on some resolutions.

#### **Article 8 Committees**

Section 1 — BRC-Roots may have Roots committees as may be established from time to time by BRC-Roots Co-Chairs or Roots Executive Committee, in order to coordinate their efforts to achieve BRC-Roots' annual and long-term goals.

Section 2 — The Co-Chairs are ex officio members of all committees and, as such, has all the privileges of membership.

Section 3 — Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to Roots Executive Committee on all committee activities.

Section 4 — BRC-Roots members are expected to join at least one BR Club committee and encouraged to participate in BRC-Roots service projects.

#### **Article 9 BRC-Roots Finances**

Section 1 — Before each Rotary Year starts, the Roots Executive Committee shall review and determine any BRC-Roots budget items of estimated income and expenditures to recommend to the BR Club board for consideration in the BR Club budget.

Section 2 — Any deposits of BRC-Roots funds will be placed in a financial institution or institutions designated by the BR Club board, and overseen by the BR Club treasurer.

Section 3 — The fiscal year is from July 1 to June 30.

#### **Article 10 Method of Accepting Members**

Section 1 — A Member (which may be a BRC-Roots member or any other BR Club Member) may propose a candidate for membership to BRC, including specifically to be a member of BRC-Roots, in accordance with the BR Club bylaws.

Section 2 — Any proposed member of the BR Club who desires to be part of BRC-Roots will be approved by the Roots Executive Committee prior to being designated by the BR Club as being a member of BRC-Roots. The Executive Committee will promptly advise the BR Club secretary of the Roots Executive Committee's approval of proposed BRC-Roots Members. The approval by the Roots Executive Committee prior to a new member becoming part of BRC-Roots does not

affect the Member's standing as a member of the BR Club; simply as a member designated as part of BRC-Roots.

Section 3 – Qualifications for approval by BRC-Roots is agreement to participate in a BR Club committee and attend one BR Club and one BRC-Roots meeting per quarter. If attendance and participation requirements are not met for any two quarters within a 12-month period, member(s) of Roots Executive Committee may initiate a conversation with the member about their ability to participate and remain in Roots.

#### **Article 11 Responsibilities**

To the extent not in conflict with or modified by these By-Laws, BRC-Roots and its members shall be subject to, and have all rights and responsibilities set forth in the BR Club Constitution, the RI Constitution and Bylaws, the Rotary Code of Policies, and the BR Club Bylaws.

#### **Article 12 Amendments**

These bylaws may be amended at any regular BRC-Roots meeting. Changing these BRC-Roots bylaws requires sending written notice to each BRC-Roots member 10 days before the meeting, having a quorum present for the vote, and having one-fourth of the votes support the change. Any changes to the BRC-Roots bylaws will then be submitted to the BR Club board for approval. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, the Rotary Code of Policies, and the BR Club bylaws.