

Bylaws of the Rotary Club of Tullahoma With Proposed Revisions

Article I. Election of Directors and Officers

Section 1 -- The election of Directors and Officers will be held at a regularly scheduled meeting in December each year. The Board of Directors ("Board" hereafter) shall appoint each year a Nominating Committee of the three immediate Past Presidents for the purpose of presenting the nominations for three directors and President, Vice-President, Secretary, Treasurer, and Sergeant-At-Arms at a regular meeting one month prior to the meeting for election of Officers. Additional nominations may be made by the membership from the floor following the report of the Nominating Committee. Candidates for Directors and Officers who receive a majority of the votes cast shall be declared elected to their respective offices. If there are more than two (2) nominees for a position and no nominee receives a majority of the votes cast, a run-off election between the two nominees garnering the most votes shall take place immediately.

Section 2 -- The Officers and Directors so elected in December shall assume their respective positions on July 1 of the year following their election and serve a one year term except the person who was elected President in December automatically becomes President-Elect for a one year term in July of the following year.

Section 3 -- A vacancy on the Board of Directors or any office shall be filled by action of the remaining members of the board.

Section 4 - - A vacancy in the position of any Officer-elect or Director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

Article II. Board of Directors

The governing body of the Rotary Club of Tullahoma ("Club" hereafter) shall be a nine-member Board of Directors consisting of the three Directors elected in accordance with Article I of these Bylaws, the President, President-Elect, Vice - President, Secretary, Treasurer, and immediate Past President. The Board, in its discretion, may appoint an Assistant Treasurer and an Assistant Secretary. It shall meet monthly at a time and place named by the President and shall be on call before or after regular meetings as appropriate.

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 and to perform such other duties as ordinarily pertain to the office of President.

Section 2 -- *Vice President.* It shall be the duty of the Vice President to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice president.

Section 3 -- *President-Elect.* It shall be the duty of the President-Elect to attend the District Presidents Elect Training Seminar (PETS) and the District Assembly unless excused by the District Governor Elect for PETS, and to perform such other duties as ordinarily pertain to the Office of President-Elect.

Section 4 -- *Secretary.* It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, record and preserve the minutes of Board of Directors meetings, make the required reports to Rotary International ("RI" hereafter) and the District Governor, and other duties as usually pertain to the office of secretary. Duties of an Assistant Secretary, if appointed by the Board, will be extracted from the above and this office shall be responsible to the Board, and, if the appointee is a member of this club, may not be liable for payment of dues or assessments during such period of service at the discretion of the Board of Directors.

Section 5 -- *Treasurer.* It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board and to perform such other duties as pertain to the Office of Treasurer. Duties of an *Assistant Treasurer*, if appointed by the Board, will be extracted from the above and this office shall be responsible to the Board, and may not be liable for payment of dues or assessments during such period of service if the appointee is a member of this Club at the discretion of the Board.

Article IV. Meetings

Section 1 -- *Annual Meeting.* An annual meeting of the membership this Club shall be held at a regularly scheduled meeting in December each year, at which time the election of Officers and Directors shall take place.

Section 2 -- Weekly Meetings. The regular weekly meetings of this Club shall be held on Friday at noon except on the Friday following Thanksgiving, two Fridays during the Christmas-New Year holiday period, and the Friday following the annual Rotary Banquet . Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. Members shall be expected to adhere to RI Attendance Rules, as are published in the annual Club Handbook and/or Club Web Page.

Section 3 -- One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of this club, except as may be provided for otherwise in RI bylaws.

Section 4 -- Regular meetings of the Board shall be held monthly. Special meetings of the Board 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 Board members shall constitute a quorum of the Board.

Section 6 -- Voting by electronic means may be permitted if approved by the Board of Directors at a regular meeting of the Board during the term of that Board.

Article V. Fees and Dues

Section 1 -- The membership dues shall be \$560.00 per annum, or as changed from time to time by the Board, payable quarterly in advance in January, April, July, and October, with the understanding that an appropriate amount of each quarterly payment shall be applied to each member's subscription to *THE ROTARIAN* magazine.

Section 2 -- Club members who do not participate in fund raising projects, such as the Golf Tournament and the Sports Challenge, may be assessed an amount per event as established by the Board at the time of each event, with the exception of non-participating members whose employer is a sponsor or super-sponsor of the event.

Section 3 -- Club members are encouraged to be a Paul Harris sustaining member by contributing \$100.00 per annum to the Rotary Foundation by having \$25.00 per quarter added to their dues. Paul Harris fellows are encouraged to continue contributing to the Rotary Foundation in a like manner. In the event an individual member should

find this practice objectionable, he/she may state those objections, in writing, to the Board.

Section 4 -- An admission fee of \$25.00, or as changed from time to time by the Board, shall be due and payable for any new member to join the Club.

Article VI. Method of Voting

The business of this Club shall be transacted by a show of hands unless a ballot is authorized by a majority vote when a quorum is present.

Article VII. Areas of Rotary Service

Section 1 -- General Organization

(a) The President shall, subject to the approval of the board, appoint directors of the club to provide leadership and coordination for the following areas of service:

1. Club Administration*
2. Club Service
3. Community Service
4. Vocational Service
5. International Service

* -- The Vice President will be appointed to this area of responsibility.

(b) The President shall, subject to the approval of the Board, also appoint committees as deemed necessary to plan and execute objectives in the above mentioned areas of service.

(c) The Club Service, Community Service, Vocational Service, and International Service Committees shall each consist of a chairperson, who shall be named by the President from the membership of the Board, and not less than two (2) other members.

(d) The President shall be an *ex-officio* member of all committees and, as such, shall have all the privileges of membership thereon.

(e) Each committee shall transact such business as is delegated to it in the bylaws and such additional business 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 to the Board and approved by the Board.

(f) The President , with the consent of the Board, may appoint one or more committees dealing

with special situations, which, depending on their respective responsibilities, may be under any, or all of the committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members to a two-year term. As circumstances dictate, committees established by these Bylaws may be combined or eliminated as deemed necessary by the President with the consent of the Board.

Section 2 -- Club Administration Area

- (a) The Vice President is responsible for Club Administration, and he/she will coordinate all activities, supervise, and coordinate the work of all committees appointed on particular phases of Club administration.
- (b) The President may, subject to the approval of the Board, appoint the following committees on particular phases of Club Administration:
 - 1. Classification
 - 2. Budget
 - 3. Nominating
 - 4. Rotary Information
 - 5. Membership
 - 6. Conferences
 - 7. Governor's Committee
 - 8. Club History
 - 9. Club Webpage
 - 10. Clubmate Transition
 - 11. Audit
 - 12. Bylaws
- (c) Where feasible and practicable in the appointment of Club Administration Committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.
- (d) The Classification and Rotary Information Committees shall consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years.

Section 3 -- Club Service Area

- (a) The Director for Club Service shall be responsible for all activities and shall supervise

and coordinate the work of all committees appointed on particular phases of Club Service.

- (b) The president shall, subject to the approval of the board, appoint the following committees on particular phases of Club Service:
 - 1. Rotary Banquet
 - 2. Song Leaders
 - 3. Sergeant at Arms
 - 4. Club Bulletin
 - 5. Public Relations
 - 6. Chaplains and Caring
 - 7. Fellowship and Attendance
 - 8. Programs
- (c) Where feasible and practicable in the appointment of Club Service Committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 4 -- Community Service Area

- (a) The Director for Community Service shall be responsible for all community service activities and shall supervise the work of all committees appointed on particular phases of Community Services.
- (b) The President shall, subject to the approval of the Board, appoint the following committees on particular phases of community service:
 - 1. Environmental
 - 2. Partners in Service
 - 3. Interact Activities
 - 4. Golf Tournament
 - 5. Club Projects
 - Rotary Track Meet
 - Sports Challenge
 - Golf(or as changed from time to time)
 - 6. Human Development
 - 7. Scholarship Awards

Section 5 - Vocational Service Area

- (a) The Director for Vocational Service shall be responsible for the vocational Service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

(b) The President shall, subject to the approval of the Board, appoint the following committees on particular phases of Vocational Service:

1. Career Development
2. Vocational Awards
3. Vocational Awareness
4. Vocation at Work

Section 6 - International Service Area

(a) The Director for International Service shall be responsible for all International Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of International Service.

(c) The President shall, subject to the approval of the Board, appoint the following committees on particular phases of International Service:

1. International Service
2. Rotary Foundation
3. International Scholarships
4. Youth Exchange
5. World Community Service

Article VIII. Duties of Committees

Section 1 -- Club Administration Service Area

(a) *Classification Committee.* This committee shall as early as possible, but no later than August 31 of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classifications represented in the club; and shall counsel with the Board on all classification problems.

(b) *Budget Committee.* This committee shall make recommendations to the Board for an annual operating budget by not later than June 1 of each year. Its recommendations shall be based upon input received from the directors of the Club Administration, Club Service, Community Service, Vocational Service, and International Service areas. Upon approval of the budget by the board, the Budget Committee will inform, in writing, all committee chairs of the annual budget.

(c) *Nominating Committee.* This committee shall make one nomination for the election of each

Director and each Officer in every annual membership meeting.

(d) *Rotary Information Committee.* This committee shall inform prospective members about the privileges and responsibilities of Rotary Club membership; keep members informed about it's the history, object, and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the Club.

(e) *Membership Committee.* This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social, and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the Board. It shall also be responsible for promoting new member recruitment and member retention.

(f) *Conferences Committee.* The President-Elect elect will chair this committee, which will promote attendance at District and International RI Conferences.

(g) *Governor's Committee.* This ad hoc committee will be formed in the event the District Governor or District Governor Elect is a member of this club, or as deemed appropriate in support of the District Governor.

(h) *Club Webpage Committee.* The 2001-02 Committee will develop and maintain a Tullahoma Rotary Webpage. All committees thereafter will maintain and upgrade as appropriate.

(i) *Clubmate Committee.* The 2001-02 Committee made a transition from the software used for Club activities and functions to the new RI Clubmate software. All committees thereafter will maintain the Club's software and upgrade as appropriate.

(j) *Audit Committee.* Following the adoption of these Bylaws, this Committee shall be responsible for auditing all of the Club's financial transactions, first reporting its findings to the Board, and thereafter to the membership.

(k) *Bylaws Committee.* The 2001-02 Committee prepared Bylaws for this Club and all Committees thereafter will review the Bylaws annually in consultation with the Board and recommend any necessary amendments to the membership in accord with Article XIV of these Bylaws.

Section 2 -- Club Service Area

- (a) *Rotary Banquet Committee.* This committee shall coordinate all arrangements for this annual occasion.
- (b) *Song Leader Committee.* This Committee shall provide a song leader for each regular weekly meeting of the Club.
- (c) *Sergeant-at-Arms Committee.* This Committee is responsible for the set-up of banners, badges, flags, public address, etc. for each regular weekly meeting of the Club and such other duties as may be prescribed by the President or the Board.
- (d) *Club Bulletin Committee.* This committee shall endeavor, through the publishing of a weekly Club Bulletin, to stimulate interest and improve attendance, announce the program for the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the Club, of its members, and of the worldwide Rotary program.
- (e) *Public Relations Committee.* This committee shall interface with the local news media in order that the community may be aware of projects and activities of this Club.
- (f) *Chaplains and Caring Committee.* This committee provides the invocation for every regular meeting of the Club and keeps the members informed about Rotarians and their family members who are ill or who have passed away.
- (g) *Fellowship and Attendance Committee.* This committee shall promote acquaintance, friendship, and attendance among the members, promote participation by members in District Conferences and International Conventions as well as in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the Club as may be assigned by the President or the Board.
- (h) *Programs Committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the club.

Section 3 -- Community Service Area

- (a) *Environmental Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this Club in monitoring and improving the quality of the community's environment.
- (b) *Rotary Youth Leadership (RYL) Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in helping build leadership traits in the youth of our community.
- (c) *Interact Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this Club in building relationships with the Interact Club at Tullahoma High School and in cooperating with them in service.
- (d) *Sports Challenge Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this Club in conducting our annual fund raising run, walk, and bike event at Motlow State Community College.
- (e) *Rotary Track Meet Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this Club in conducting the annual Rudy Hensel Track Meet at the Tullahoma High School.
- (f) *Human Development Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this Club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.
- (g) *Scholarship Awards Committee.* This committee shall devise and carry into effect plans to award scholarships to graduating seniors at Tullahoma High School each year.

Section 4 -- Vocational Service Area

Committees that may be appointed in this service area include, but are not necessarily limited to, the vocational areas of career development, awards, awareness, and work. Duties of these committees may vary from year to year in order to meet the needs of each particular year.

Section 5 - International Service Area

Committees that may be appointed in this service area include, but are not necessarily limited to, the

international areas of the Rotary Foundation, international scholarships, youth exchange, and world community. Duties of these committees may vary from year to year in order to meet the needs of each particular year.

Section 6 - Reports. Prior to the end of the Rotary year, each committee shall file with the Board a report summarizing its activities and accomplishments during the year. Attachments to the report containing copies of any applicable newspaper articles, or other documentation of their activities, is strongly encouraged.

Article IX. 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, generally for a quarter at a time, but which may be extended to a year's maximum. The member granted a leave of absence shall continue to pay dues and assessments less the meal charges. Temporary leaves may be granted members on the same basis, generally for health reasons or health of a family member.

Article X. Finances

Section 1 -- The Treasurer shall deposit all funds of the Club in a financial institution authorized by the Board.

Section 2 -- Payment of all Rotary expenditures shall be made upon approval of the Board, or by vouchers authorizing payment of obligations against the budget signed by the two Officers, by checks signed by (a) two Officers or by (b) one Officer and an assistant treasurer. The Board has the authority to assist the Treasurer in check issuing and accounting responsibilities by appointing an Assistant Treasurer, who may be a member of this club, to perform this activity and may waive his/her obligation to pay quarterly dues if a member of this club. A thorough audit by the Audit Committee and a certified public accountant or other qualified person as may be deemed necessary, shall be made once each year of all the Club's financial transactions regardless of which system of payment and accounting is utilized.

Section 3 -- Officers having charge or control of funds shall give bond as required by the Board for safe custody of the funds of the Club, cost to be borne by the Club if not provided by Rotary International.

Section 4 -- The fiscal year of this Club shall extend from July 1st through June 30th, and the collection of the members' dues shall be divided into four (4) quarterly periods for the periods July-August-September; October-November-December; January-February-March; and April-May-June. The payment of per capita dues shall be made on July 1, October 1, January 1, and April 1 of each year on the basis of membership of the club on those dates.

Section 5 -- At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board. The listing of estimated expenditures shall include provision for payment towards expenses of the incoming president's attendance at the International Rotary Convention; payment for registration and overnight lodging of the President Elect's attendance at the District President Elect Training Session and the District Assembly; and payment towards expenses of Club Officers and Directors attendance at the District Convention; and payment towards any other RI or District meetings or functions deemed beneficial to the Club.

Article XI. Method of Electing Members

Section 1 -- The name of a prospective member, proposed by an active member of the Club, shall be submitted in writing, through the Club Secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure. **Note:** Proposals for a new member who presently is a member of another Rotary Club will be handled in accordance with provisions of the Rotary International Constitution.

Section 2 -- The Classification Committee shall determine if the proposal meets all the classification and membership requirements of the Club Constitution, making its recommendations to the Board.

Section 3 -- The board shall act upon the recommendations within thirty (30) days of its submission, and shall notify the proposer, through the Club Secretary, of its decision.

Section 4 - - If the decision is favorable, the prospective member shall be informed of the purposes of Rotary and the privileges and responsibilities of membership, following which the prospective member shall be required 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 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 any honorary membership), shall be considered to be elected to membership.

Section 6 -- Following the election, the President shall arrange for the induction of the new member; the Club Secretary shall issue a membership card and shall report the new member to RI; and the Rotary Information Committee shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member.

Article XII. 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. Such resolutions or motions, if offered at a Club Meeting, shall be referred to the Board without discussion.

Article XIII. Order of Business at Weekly Meetings

- Meeting called to order
- Song, 4-Way Test, Pledge of Allegiance, Invocation
- Recognition of visiting Rotarians, guests
- Correspondence and announcements
- Committee reports, if any
- Any unfinished business
- Any new business
- Program
- Adjourn

Article XIV. 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 provided to each member at least seven days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Constitution and Bylaws of RI.

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These revised Bylaws are hereby adopted by the Rotary Club of Tullahoma during a regular weekly meeting held _____, 2003, for which notice was properly given, and which was attended by a quorum of members, by a vote of ____ for, ____ against.

J. Randall Smith, President

ATTEST:

John Parish, Secretary