

By-Laws of the Rotary Club of Tullahoma

October, 2014

(Approved by the BOD Oct. 24, 2014)

Article I. Board of Directors

The governing body of the Rotary Club of Tullahoma ("Club" hereafter) shall be a nine-member voting Board of Directors consisting of the three Directors elected in accordance with Article II 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 as non-voting members. 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 II. Election of Directors and Officers

Section 1 -- The election of Directors and Officers will be held at a regularly scheduled meeting not later than March of each year. The Board of Directors ("Board" hereafter) shall appoint each year a Nominating Committee of the two immediate Past Presidents and the current President for the purpose of presenting the nominations for

directors President, Vice-President, Secretary, and Treasurer, not later than February or less than one month prior to the annual meeting for the election of Officers. There will be three Directors (each serving three year staggered terms), with one new Director nominated each year (note 1). 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.

Note 1. The first election after these Bylaws are approved will be for three Directors with one serving (3) years, one serving (2) years and one serving (1) year. Thereafter one new Director will be elected each year.

Section 2 -- The Officers and Directors so elected as voting members of the Board in March shall assume their respective positions on July 1 of the same year of their election and serve a one year term except for the Directors elected who will serve two or three years, and the person who was elected Vice President in March automatically becomes President-Elect for a one year term beginning in July of the same year and the President-Elect from the current year becomes President July 1.

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.

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. Any decision within the Bylaws made by the President requiring club resources will require the approval of the board.

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. The President-Elect is also encouraged and has the option to attend the Rotary International ("RI" hereafter) Convention in June.

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 R I 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.

Section 6. – Directors. It shall be the duty of the Directors to attend the monthly Board meetings and to provide the continuity of management purpose when the Board is addressing Club operation decisions. The Directors will also serve as a resource to the committees in the four service areas as advisors and as a source of information to the committees. Directors also may be asked by the Budget Committee for input in preparing the budget. Finally, the Directors are expected to be

a resource to the President and to provide the President upon request with information pertaining to the committees in these four areas.

Article IV. Meetings

Section 1 -- Annual Meeting.

An annual meeting of the membership of this Club shall be held at a regularly scheduled meeting in March of 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.

Section 7 – Board of Directors, annual and special meetings will be conducted in accordance with the current edition of the Roberts Rules of Order.

Article V. Fees and Dues

Section 1 -- The membership dues shall be \$660.00 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

General Organization

(a) The President shall appoint Officers and 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 appoint Committees and Subcommittees and appoint Chairpersons as deemed necessary to plan and execute objectives in the above mentioned areas of service and inform the Board of these appointments. The membership of each committee will consist of appointees by the Committee Chairman and approved by the President.

(c) The Club Service, Community Service, Vocational Service, and International Service areas shall each have a Director as a resource for that area, who shall be named by the President from the membership of the Board. With only three Directors, one Director will be responsible for two Areas of Service.

(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 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. The Chairman will appoint the members of the committee with the approval of the President. 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 1 -- Club Administration Area

(a) The Vice President is responsible for Club Administration, and he/she will coordinate the activities and the work of all committees appointed on particular phases of the Club Administration area.

(b) The President shall, appoint the following committees on particular phases of Club Administration:

1. Classification
2. Budget
3. Nominating
4. Rotary Information
 - 4.1 Club History Subcommittee
 - 4.2 Club Webpage Subcommittee
 - 4.3 Club Information Technology Subcommittee
5. Membership
6. Conferences and Governor's Committee

7. Audit
8. 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 Rotary Information Committee shall consist of three (3) members, one member of each subcommittee..

Section 2 -- Club Service Area

(a) The Director for Club Service will serve as a resource for this area, shall be aware of all club service area activities and shall provide the President with a report of these activities when requested by the President.

(b) The president shall appoint the Chairman of the following committees 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 3 -- Community Service Area

(a) The Director responsible for Community Service will serve as a resource for this area, shall be aware of all community service area activities and shall provide the President with a report of these activities when requested by the President.

(b) The President shall appoint the following committee chairman of each particular community service area:

1. Environmental (Currently not used)
2. Partners in Service (Currently not used)
3. Interact Activities
4. Golf Tournament
5. Club Projects
6. Human Development (Currently not used)
7. Scholarship Awards

Section 4 - Vocational Service Area

(a) The Director for Vocational Service, will serve as a resource for this area, shall be aware of all vocational service activities of the Club and shall provide the President with a report of these activities when requested by the President.

(b) The President shall appoint the following committees on particular phases of Vocational Service:

1. Career Development (Currently not used)
2. Vocational Awards (Currently not used)
3. Vocational Awareness (Currently not used)
4. Vocation at Work (Currently not used)

Section 5 - International Service Area

(a) The Director for International Service will serve as a resource for this area, shall be aware of all International Service activities and shall provide the President with a report of these activities when requested by the President.

(b) The President shall appoint the following committees on particular phases of International Service:

1. International Service (Currently not used)
2. Rotary Foundation (No change to current RF process.)
3. International Scholarships (Currently not used)

4. Youth Exchange (Currently not used)
5. World Community Service (Currently not used)

VIII. Duties of Committees

Section 1 -- Club Administration Service Area Duties

(a) Classification Committee. This committee shall assign classifications to new members as directed by the membership and shall review, when necessary, existing classifications represented in the club and shall consult 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 will meet not later than February and shall make nominations for the election of four Officers and one Director each year prior to the annual membership meeting not later than March. (The first year following the adoption of these Bylaws there will be three Directors nominated with elected tenures of (1), (2) and (3) years.)

(d) Rotary Information Committee. This committee will keep members informed about the history, object, and activities of Rotary at all levels, manage the Club website and establish a digital information technology (IT) archive that will serve as the source of all historical information of the Club.

(e) Membership Committee. This committee shall be responsible for promoting new member recruitment and for member retention. This committee is responsible for informing prospective new members about the privileges and responsibilities of Rotary Club membership. This committee will also oversee the orientation and training of new members during their first year in the Club.

(f) Conferences and Governor's Committee. The President-Elect elect will chair this committee, which will promote attendance at District and International RI Conferences. This ad hoc committee will be responsible 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.

(g) 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. The Club finances will be audited following the close of each Club year and reported to the Board in July.

(h) Bylaws Committee: The 2014-15 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 or revisions to the membership in accord with Article XIV of these Bylaws.

Section 2 -- Club Service Area Duties

(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 and break down of banners, badges, flags, public address, etc. for each regular weekly meeting of the Club. It is also responsible for providing a leader for the 4-way test and the pledge of allegiance before each meeting and other duties as may be prescribed by the President.

(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. It is also responsible for taking attendance, registering and announcing visiting Rotarians and visitors, gathering payment for visitor meals at each meeting, and for doing 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 4 -- Community Service Area Duties

- (a) Environmental Committee. (Currently not used.)
- (b) Rotary Youth Leadership (RYL) Committee. (Currently not used.)
- (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. (Currently not used.)
- (e) Rotary Track Meet Committee. (Currently not used.)
- (f) Human Development Committee. (Currently not used.)
- (g) Scholarship Awards Committee. This committee shall devise and carry into effect plans to award scholarships each year to students of merit at Tullahoma High School, Motlow Community College and other schools that the Board considers worthy and approves for consideration.

Section 5 - Vocational Service Area Duties (Currently not used)

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 6 - International Service Area Duties (Currently not used)

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 7 – 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 – Prior to the beginning of each fiscal year the Board shall cause to be prepared a budget by the Budget Committee and the Treasurer 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.

Note: The Budget Committee should define the expense reimbursement rules for official Rotary travel expenses. These rules to be approved by the Board.

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 by the Membership Committee 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.

These revised Bylaws are hereby adopted by the Rotary Club of Tullahoma during a regular weekly meeting held October 24th, 2014,

for which notice was properly given, and which was attended by a quorum of members, by a vote of (6) for and (0) against.

(Signature on file)

Candace Turnham, President

ATTEST:

(Signature on file)

Brian Coate, Secretary

Bylaws Committee:

Paul Credle