



# Jefferson City Breakfast Rotary

E-Newsletter – March 5, 2007

Visit our website at: [http://www.jeffcityrotary.org/breakfast\\_club.htm](http://www.jeffcityrotary.org/breakfast_club.htm)

(Click on Roger's picture to access the club's directory.)

## This Week At Rotary

This week at Rotary, **Rob Goth** will be introducing **Didier Aur** the chief administrator at Helias High School. Mr. Aur will be sharing some information about himself and the school.

We would like everyone in the club to participate by sharing a humorous story or offering the prayer. To sign up sent Pam Copeland an email to:

[pamc@homemakerhealth.org](mailto:pamc@homemakerhealth.org)

**March 14** – YMCA Wellness Program

**March 21** – BBQ Competition

**March 28** – JC School District Ballot Issues

If you have an idea for a program, send Kay Freidinger an email to: [KFreidinger@premierbank.com](mailto:KFreidinger@premierbank.com)

**Keep these members in your thoughts and prayers.**

**Kay Freidinger** is now home recovering from a 15-day stay in the hospital. I talked with her and she is now doing much better and hopes to be back to Rotary in the near future.

**Harv Sanders** sent a note to let us know that he was having surgery in Columbia on Monday, March 5 for prostate cancer. He said at this point the prognosis looks very good, however he will be away from Rotary for a least a month.

## Water For People

Thank you to everyone who has contributed to the Water for People project. If you have not yet made a contribution, please get your check (made payable to Water for People) to **John Howland** this Wednesday! Your contributions to this effort will count toward your Paul Harris Fellow account.



*Congratulations to Dan McPherson for becoming the club's newest Paul Harris Fellow!*

## Volunteer Service Award

Nominations are being sought for the Breakfast Rotary Volunteer Service Award. A nomination form can be found below with instruction and more information. Please nominate a non-Rotarian who you feel made a significant contribution to our community. Special thanks to **Jon Browning** for chairing this recognition program.

## Final Bylaws Revisions Attached

Attached is a copy of the final bylaw revisions as approved by the Board of Directors and presented to the membership. Plans are to have an official club vote on these bylaws at the March 21 meeting. Please take a few minutes to review these. The bylaw changes bring our club more in line with the recommended Rotary International club organizational model. Special thanks to **Steve Stark** for his work on these changes.



# **Bylaws of the Rotary Club of Jefferson City Breakfast, Missouri**

**(proposal for membership 03-04-2007)**

## **Article I - Definitions**

As used in these Bylaws, the following terms shall mean:

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. "RI" - Rotary International.
5. "Year" - The twelve-month period that begins on July 1st.

## **Article II - Four Avenues of Service**

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. The Avenues of Service are: Club Service (focusing on strengthening fellowship and ensuring the effective functioning of the club), Vocational Service (encouraging Rotarians to serve others through their vocations and the practice of high ethical standards), Community Service (providing projects and activities that the club might undertake to improve life in its community) and International Service (encompassing actions to expand Rotary's humanitarian reach around the globe and promote world understanding and peace). This club will be active in each of the four Avenues of Service. The club shall operate exclusively through charitable and educational activities that qualify as permissible functions of a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

## **Article III – Board of Directors**

The governing body of this club shall be the Board of Directors consisting of eleven (11) members of this club, namely, the executive officers, elected in accordance with Article IV, Section 2, of these bylaws, consisting of the president, president-elect, secretary, treasurer, sergeant-at-arms and immediate past president. The remaining directors serving on the Board shall be five members appointed by the president to serve as chairpersons of the five standing committees that Article VI of these Bylaws establishes.

## **Article IV - Election and Vacancies of Directors Including Officers**

**Section 1** – One month prior to the club's annual meeting, a nominating committee, consisting of the club's immediate three past presidents, shall form in order to recruit nominees from the membership to serve as officers on the Board for the upcoming Year. Unless any officer withdraws, resigns or terminates membership or the club membership elects otherwise, the practice for the selection of officers should be that the members elected as officers serve in successive positions such that the sergeant-at-arms would succeed to the position of treasurer, the treasurer would succeed to the position secretary, the secretary would succeed to the position of president-elect, the president-elect would succeed to the position of president and continue such progression each and every year.

**Section 2** – At the club's annual meeting, the presiding officer shall ask for the report of the nominating committee and for any nominations by members from the floor. The candidates for

president, president-elect, secretary, treasurer and sergeant-at-arms receiving a majority of the votes shall be declared elected to their respective offices and shall assume office on the first day of July immediately following the election conducted at the annual meeting.

**Section 3** – A vacancy in any officer position shall be filled by action of the remaining Board directors. A vacancy in any committee chairperson shall be filled by the appointment of the president. A vacancy in the position of any officer-elect shall be filled by action of the remaining officers-elect.

## **Article V - Duties of Officers**

**Section 1** – *President*. It shall be the duty of the president to preside at meetings of the club and of the Board and to perform other duties as ordinarily pertain to the office of president.

**Section 2** – *President-elect*. It shall be the duty of the president-elect to perform such duties as may be prescribed by the president or the Board and 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 an office of vice-president.

**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 January 1st and July 1st of each year, and prorated reports on October 1st and April 1st 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 fifteen (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.

**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 pertain 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. The treasurer shall also provide any and all information and documents necessary for any financial review or audit.

**Section 5** – *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall include managing the meeting facility's equipment, assuring proper decorum for the conduct of an orderly meeting, greeting guests and other duties as may be prescribed by the president or by the Board.

## **Article VI - Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years in order to ensure consistency. The president-elect is responsible for appointing standing committee chairpersons and conducting planning meetings prior to the start of the year in office. Each standing committee chairperson shall serve as a director on the Board. It is recommended that the chairperson have previous experience as a member of the committee. Standing committees are as follows:

- **Membership** This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- **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.

The president of the Board with the majority vote of the Board may create additional committees on an ad hoc basis to serve as needed in order to meet the club's service and fellowship needs. The president shall appoint an adequate number of members to serve any ad hoc committee.

The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon. 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 when the Board grants special authority, such committees shall not take action until a report has been made and approved by the Board. Each chairperson 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 VII - 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 committee, the president shall make reference to appropriate RI materials.

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 Rotary Year.

## **Article VIII - 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 identify two separate parts: one in respect of club operations and one in respect of charitable/service operations.

**Section 2** – The treasurer shall deposit all club funds in a bank, named by the Board. The club funds shall be divided into two separate parts: club operations and service projects.

**Section 3** – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors upon written vouchers or upon authorization by Board action.

**Section 4** – A thorough review of all financial transactions by a qualified person shall be made once each year no later than August 1st for transactions conducted during the prior Rotary Year. The person conducting the financial review shall present written findings to the Board at its September meeting.

**Section 5** – Officers having charge or control of club funds shall give bond as required by the Board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 6** – The fiscal year of this club shall extend from July 1st to June 30<sup>th</sup>.

### **Article IX - Meetings**

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

**Section 2** – *Regular Membership Meeting.* The regular weekly meetings of this club shall be held on Wednesday at 7:00 a.m. to 8:00 a.m. 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 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** – *Quorum for Membership Meeting.* One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4** – *Board Meeting.* Regular meetings of the Board shall be set by the president subject to approval of the Board for each month at a date, time and place announced by the president or secretary. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

**Section 5** – *Quorum for Board Meeting.* A majority of the directors shall constitute a quorum of the Board.

### **Article X - Order of Business**

The presiding officer at a membership meeting shall conduct the meeting in the following order, unless the circumstances dictate modification as determined in the discretion of the presiding officer:

- Breakfast.
- Meeting called to order.
- Pledge of Allegiance
- Invocation
- Humor
- Introduction of visitors.
- 50/50 drawing.
- Correspondence, announcements and Rotary information.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

#### **Article XI - 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 XII - Method of Voting**

The business of this club shall be transacted by voice vote, unless a member present requests a count of a show of hands of those present. The Board may determine that a specific resolution be considered by ballot rather than by voice vote.

#### **Article XIII - 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.

#### **Article XIV - Fees and Dues**

**Section 1 – Admission Fee.** An applicant for membership to the club shall pay an admission fee before the applicant can qualify as a member. The Board shall set the amount of the admission fee and the Board may adjust the fee from time to time.

**Section 2 – Membership Dues.** Each member shall pay membership dues in order to maintain good standing as a member. The Board shall set the amount of the membership dues on a per annum rate, payable quarterly on the first days of July, October, January and April. The

membership dues shall include the requisite member payments to RI and to the District and for the RI official magazine subscription.

### **Article XV - 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.

**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 thirty (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 president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

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

### **Article XVI – Exchange Student**

The club shall host, if feasible and practicable in the discretion of the Board, one foreign exchange student each year. The Board shall authorize the payment of a monthly stipend to the visiting foreign exchange student by the club in an amount that the Board determines. In addition, the Board has the discretion to authorize payment from time to time by the club for other miscellaneous expenses incurred by the visiting foreign exchange student.

## **Article XVII – Interact**

The club shall register with RI, if feasible and practicable in the discretion of the Board, as the sponsoring club of the Interact Club of Jefferson City (hereinafter referred to as “Interact Club”). The Interact club serves Jefferson City area youth between the ages of fourteen (14) and eighteen (18) years of age, in compliance with its own constitution and by-laws, as well as the policies adopted by RI for the Interact program. The president-elect shall, prior to the commencement of each Rotary Year, appoint a club member to serve as the Rotarian Advisor to the Interact Club. The Rotarian Advisor shall attend meetings of the Interact Club and shall provide advice and assistance to the Interact Club in compliance with RI guidelines. The Rotarian Advisor shall keep the Board informed on the activities of the Interact Club and shall facilitate joint activities between the club and the Interact Club.

## **Article XVIII – Club Awards**

**Section 1 – Club Rotarian of the Year.** At the end of each Rotary Year, the club shall present the Rotarian of the Year award to an outstanding club member. The three (3) immediate past award recipients (who are members of the club), with the most recent award recipient acting as chairperson, shall nominate the recipient prior to the last Board meeting of the Year. Before making this award, the name of the nominee shall be presented to the Board for approval.

**Section 2 – Non-Rotarian Community Service.** At the end of each Rotary Year, the club shall present the Non-Rotarian Community Service award to a citizen in the community who, although not a member of any Rotary Club, performs valuable community service and exemplifies the “Spirit of Rotary.” A committee appointed by the president shall nominate the award recipient prior to the last Board meeting of the year. Before making this award, the name of the nominee shall be presented to the Board for approval.

**Section 3 – Scholarships.** The club shall present two scholarship awards annually for expenditures for post-secondary education: one award to a graduating senior at Jefferson City Senior High School and one award to a graduating senior at Helias High School. The club may present scholarship awards to students from other schools. Each year, the Board shall determine the amount and duration of the scholarships. A committee appointed by the president shall nominate the award recipients prior to the Board meeting conducted during the month of March. Before making this award, the name of the nominee shall be presented to the Board for approval. The bases for selecting recipients shall be scholarship (class rank), financial need, demonstration of leadership skills and extra-curricular activities.

## **ARTICLE XIX - Dissolution**

Upon the dissolution of the club, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the organization, distribute the assets of the organization for use in one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) to an organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or to the federal

government or to a state government or to a local government for a public purpose, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article XX - 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 given 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.

*After proper notice and in conformity with law and after the rescission of previously existing bylaws, these Bylaws for the Rotary Club of Jefferson City Breakfast as stated above have been duly passed by the Board of Directors and by the membership and made effective this \_\_\_\_\_ day of \_\_\_\_\_, 2007.*

SECRETARY