

**ROTARY CLUB OF BOULDER, COLORADO, U.S.A.**  
**BYLAWS**  
**October 28, 2022**

**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.

The President shall submit a proposed Nominating Committee to the Board of Directors for their approval at its September meeting. The proposed Nominating Committee shall consist of:

- Two past Presidents, one selected from the five presidents immediately preceding the immediate past president, and one selected from past presidents who served prior to that
- Two members at-large, one who has joined the club in the last five years and one with tenure longer than five years, and
- The President-elect, who shall serve as chair.

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 to the President or President-elect.

At each of three regular meetings prior to the annual meeting, the Nominating Committee shall announce a slate of nominees consisting of one name for the office of President, one name for the office of President-elect, and one name each for the number of nominees necessary to fill the at-large directorships open for election. Nominees for the office of President and President-elect must have served on the Board of Directors as a member prior to the date on which they would take office.

At the three regular meetings before the annual meeting, the members of the club shall have an opportunity to nominate from the floor except for the office of President. If there are nominations of candidates other than the slate presented by the Nominating Committee, all nominations duly made and accepted by the nominee shall be placed on a ballot in alphabetical order under each office and shall be voted upon at the annual meeting. If there are no nominations other than those presented by the Nominating Committee, votes shall be cast by voice.

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.

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.

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 (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 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 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 or her 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 or her term, the President-elect shall perform the duties of the President during the remainder of said term, remaining as President-elect so that he or she 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 shall 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 pertain 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
- 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 or her 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
- 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 or her successor or the President. The Treasurer may be bonded at club expense, if determined by the Board of Directors to be appropriate.

#### **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 \$150 per quarter (\$600/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 for each quarter are payable in advance on the first day of July, October, January, and April, and facilities/meal costs are payable in arrears within ten days of a club-provided invoice. No refund shall be made under this section to any member who shall miss meals so served.

## **Article VI Method of Voting**

The business of this club shall be transacted by voice vote, unless involving a matter specifically designated by the Board of Directors to be voted on by another method (including a method permitting absentee voting).

## **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, and by the President-elect for his or her year. In declaring the duties of each, the President or President-elect 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 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.

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 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 Immediate 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 shall 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 IX 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 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 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 shall 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 X 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 XI 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 XII Additional Membership Categories**

SECTION 1 - The club may have additional kinds of membership, as determined by the club's Board of Directors.

SECTION 2 - The club's Board of Directors shall approve separate by-laws for any additional kinds of members, which shall govern the activities of these groups and be consistent with these By-Laws and the club's Constitution.

### **Article XIII Conduct; 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, which is to encourage and foster the ideal of service as a basis of worthy enterprise. At the core of our Rotary community is a spirit of mutual respect and collegiality 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 -- Member Conduct in Connection with Club Meetings and Activities

As stated in the Rotary Code of Conduct, it is each Rotarian's responsibility to "avoid behavior that reflects adversely on Rotary or other Rotarians" and to "help maintain a harassment-free environment in Rotary meetings, events, and activities." Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults, intimidates, demeans, humiliates, or offends a person or group based on any characteristic (including,

but not limited to, age, ethnicity, race, color, abilities, religion, political affiliation, socioeconomic status, culture, sex, sexual orientation, or gender identity).

Where there are credible accusations that a member has engaged in conduct that is disrespectful towards another member, or conduct that is unbecoming of a Rotary member, the Board can temporarily suspend or terminate such person's membership in the Club for good cause in accordance with Article 13 of the Club's Constitution.

Complaints about fellow members may arise from misunderstandings rather than intentional action or omission. For that reason, it is incumbent upon all members to strive in good faith to resolve conflicts with any other member directly and with urgency. If the issue cannot be resolved between the parties, the complaint should be taken to the Club President or immediate Past President, who has the option of addressing it directly, referring it for mediation or arbitration as defined in Article 17 of the Club Constitution or referring it to the Board for action in accordance with Article 13 of the Club's Constitution.

### SECTION 3 – Sexual Harassment

Sexual harassment is defined broadly as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature which has the purpose or effect of creating an intimidating, hostile, or offensive environment. 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 XIV Interpretation**

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

### **Article XV Amendments**

These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, if 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 October 28, 2022.

Vanessa Mead  
Secretary