

**BYLAWS OF ROTARY CLUB OF OKLAHOMA CITY**

**ARTICLE I: DEFINITIONS & OPERATIONS**

**SECTION 1: DEFINITIONS**

The words in this document shall have the following meanings unless the context clearly requires an alternative meaning:

1. Club: Rotary Club of Oklahoma City, Downtown Rotary Club, or Club 29
2. Board: The Board of Directors of this Club
3. Director: A member of this Club's Board of Directors
4. Officer: A member of this Club elected to office
5. Member: A member, other than an honorary member, of this Club
6. Quorum: Quorum at regular meetings of the Club shall consist of the Members present. A majority of the Board of Directors shall constitute a quorum at the regular meetings of the Board of Directors. For purposes of attaining a quorum, Directors will be considered present if they can hear and be heard.
7. Meeting: A meeting of the Club called with proper notice pursuant to these Bylaws
8. RI: Rotary International
9. Rotary Year: The twelve-month period that begins on 1 July

**SECTION 2: DEADLINES**

Whenever in these Bylaws a deadline is established, such deadline shall mean 11:59 p.m. of the day upon which such action is due.

**SECTION 3: OPERATION AS A TAX-EXEMPT ORGANIZATION**

Rotary Club of Oklahoma City will operate as an organization within the meaning of Section 501(c)(4) of the Internal Revenue Code ("the Code"). The Club will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(4) of the Code. No Director, Officer, employee, or agent of the Club is permitted to take any action or carry on any activity by or on behalf of the Club, which is not permitted under Section 501(c)(4) of the Code.

No part of the net earnings of the Club may inure to the benefit of, or be distributable to, any Director, Officer, employee, or agent of the Club.

If the Club dissolves, the balance of the money and property received by the Club, after payment of all of the debts and obligations, must be used, distributed, or transferred as the final Board determines. No Director, Officer, employee, or agent of the Club, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of the Club.

## **ARTICLE II: BOARD**

### **SECTION 1: MEMBERSHIP, ELECTION, & TERM**

The governing body of this Club shall be the Board of Directors consisting of seventeen (17) voting Members of this Club including the President, Immediate Past President, Vice President (who shall be the President Elect), Secretary, Treasurer, Assistant Treasurer (who shall be the Treasurer Elect), and the Sergeant-At-Arms. The remaining ten (10) voting Directors shall be elected in accordance with Article III, Section 1 of these bylaws. Officers serve one-year terms. Directors (other than those elected for the purpose of filling a vacancy) shall serve staggered two-year terms, unless specified otherwise. In addition, there may be at most five (5) ex officio, non-voting members of the Board of Directors called Presidential Advisors. The current President appoints, from the current Club membership, Presidential Advisors to serve for one year, concurrent with the term of the appointing President.

### **SECTION 2: GENERAL POWERS**

The Board shall constitute the governing body of the Club. The decisions properly coming before the Board shall be final, subject only to appeal to the Club. A two-thirds (2/3) vote of the Club's membership shall be necessary to overrule any decision of the Board.

The Board shall have general control over all Officers and committees of the Club and may, for good cause, declare any office or leadership position vacant. The Board shall have general control of the body of membership and may terminate the membership of any individual in accordance with Article X of the Constitution.

### **SECTION 3: CONFLICT OF INTEREST**

#### **A. Purpose**

The purpose of this conflict of interest policy is to protect the tax-exempt status of the Club when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Director, or Member of the Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interests applicable to nonprofit organizations.

#### **B. Definitions**

**Interested Person:** A Director, Officer, member of a committee with Board delegated powers, or employee who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in which the Club has a close connection, he/she is an interested person.

**Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Club has a transaction or arrangement;

- A compensation arrangement with any entity or individual with which the Club has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors which are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this policy, a person who has a financial interest may have a conflict of interest if the Board or applicable committee determines that a conflict of interest exists.

#### C. Procedures

**Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and/or members of committees with Board delegated power considering the proposed transaction or arrangement.

**Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

#### Procedures for Addressing the Conflict of Interest:

- An interested person may make a presentation at the Board meeting or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The President or Chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board or committee shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### D. Records of Proceedings

The minutes of the Board and all committees with Board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board or committee’s decision as to whether a conflict of interest in fact existed; and,
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**ARTICLE III: ELECTION OF DIRECTORS AND OFFICERS**

**SECTION 1: HOLDING ELECTIONS**

A. Elections

The annual election of Officers and Directors shall be held during the month of November each year. The following Club officers shall be elected each year:

- Vice President (President Elect);
- Secretary;
- Assistant Treasurer (Treasurer Elect);
- Sergeant-At-Arms; and
- Five (5) Directors

The President and Treasurer of the Club shall be elected a year in advance of their terms. The President will serve as the Vice President (President Elect) the year before his or her installation as President. The Treasurer will serve as the Assistant Treasurer (Treasurer Elect) the year before his or her installation as Treasurer. The Vice President (President Elect) and the Assistant Treasurer (Treasurer Elect) will be installed as President and Treasurer in July of the year following their election in accordance with Article III, Section 3 of these Bylaws.

B. Nominations

Nominations shall be presented by the Nominating Committee in accordance with Article III, Section 2, prior to the first regular meeting in November. The names of all persons nominated by the Nominating Committee shall be announced at the first regular meeting in November and published in the newsletter immediately following such meeting. On or before the second regular meeting in November, additional nominations may be made in writing and must be signed by at least twenty-five (25) Members of the Club. Any nominee must have been a Member of the Rotary Club of Oklahoma City for the three (3) years immediately preceding the date of the first ballot.

C. Election Timeline

Voting in the election of Officers and Directors shall be conducted by written or electronic ballot.

With respect to the offices of Vice President (President Elect), Secretary, Assistant Treasurer (Treasurer Elect), and Sergeant-At-Arms, the nominee receiving a majority of the votes shall be declared elected. In the event of a tie, a runoff election shall be conducted as provided by Article III, Section 1, Part C.

With respect to the directors, members will cast a single vote to accept or reject the slate of five directors proposed by the Nominating Committee. The director slate shall be declared duly elected if it receives votes exceeding one-half of the number of ballots casting valid votes for the director slate. If the slate of the Directors shall fail to receive a majority vote of ballots, such slate shall be deemed to have failed, and the applicable Nominating Committee shall propose a revised slate for approval or rejection as provided by Article III, Section 1, Part C.

~~With respect to the directors, nominees receiving votes exceeding one-half of the number of ballots casting valid votes for director shall be declared duly elected. If all open positions are not filled, a runoff shall be conducted for the remaining open positions among all unelected nominees as provided by Article III, Section 1, Part C.~~

The results of the election shall be reported to the membership in December after the ballots have been cast and counted. All Members elected or appointed to a Rotary leadership position shall remain in office and assume all duties of the office until their successors are elected and installed as provided in Article III, Section 3.

With respect to contested elections, the Club shall adhere to the following elections timeline each year:

October 31	Nominees are Due from the Nominating Committee.
First regular meeting in November	Names of all persons nominated by the Nominating Committee shall be announced.
On or immediately following the second Tuesday in November	Nominees are published in the Rotary Newsletter with the following information: <ul style="list-style-type: none"> <li>• Photograph</li> <li>• Year of joining the OKC Rotary Club &amp; total years as an active Member</li> <li>• Most recent annual attendance percentage</li> <li>• Elected positions held</li> <li>• Committee chairmanships held</li> <li>• Rotary awards received</li> <li>• Recognition as Paul Harris Fellow (if applicable)</li> <li>• Relevant community involvement outside of this club</li> </ul>
November 21 or <del>E</del> earlier	Ballots are provided to Members.
December 1	Deadline for ballot submission.

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On or before the date of the first Rotary Club meeting in December	<ul style="list-style-type: none"> <li>• Ballot tabulation by the Legal/Ballot Committee</li> <li>• Informing Members of election results and any runoff(s)</li> <li>• Runoff ballots <u>for Officers</u> are provided to Members</li> </ul>
Ten (10) calendar days after the runoff ballots have been <u>e-mailed or failed director slate announced</u>	<ul style="list-style-type: none"> <li>• <u>Deadline for Officer runoff ballot submission.</u></li> <li>• <u>In the event of failed Director slate, a revised slate is due from the Nominating Committee.</u></li> </ul>
<u>First regular meeting following ten (10) day deadline of revised Director slate</u>	<ul style="list-style-type: none"> <li>• <u>Names of all persons nominated for revised Director slate announced and ballots provided to members</u></li> </ul>
<u>Ten (10) calendar days after the Director slate ballots have been e-mailed</u>	<ul style="list-style-type: none"> <li>• <u>Deadline for ballot submission</u></li> </ul>

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The following ballot procedures shall apply to each election, including the first ballot and any required runoff(s):

1. All ballots shall be tabulated in accordance with the following requirements:
  - i. Ballots that fail to meet ballot requirements shall be void.
  - ii. A ballot improperly marked or containing more or less than one vote for any office shall be void with respect to that office.
  - ~~iii. A ballot containing more or less votes than the number of open director positions shall be void with respect to all votes cast for the director positions.~~
2. The placing of the names of the candidates on the ballot shall be done randomly.
3. A ballot may be provided to Members in good standing by mail or any electronic or digital methods the Board may approve.
4. All ballots shall be delivered to the business office of the Club by mail or any electronic or digital methods the Board may approve.
5. The legal/ballot committee shall meet and tabulate the ballots and/or certify the results of electronic ballots.
6. Proxies will not be recognized.

Any runoff Officer election shall be conducted as follows:

1. Within three (3) days after the tabulation of the first ballot, the candidates participating in the runoff election shall be published in the Rotary News. A ballot shall be provided to Members in good standing by mail, fax, email, or any other method.

2. In order to be counted, a ballot must be received at the business office of the Club on or before the 10th day following the date ballots are provided for Members. If the business office of the Club is not open for business on that day, then the ballots are due on or before the next day the business office is open.
3. With respect to all the offices of Vice President, Secretary, Assistant Treasurer, and Sergeant-at-Arms, nominees receiving a majority of votes shall be declared duly elected. In the event of a tie, the open position(s) shall be filled in accordance with procedures determined by the Board of Directors.

In event of a failed Director slate, the procedures shall be as follows:

1. Within ten (10) days after the announcement of the failed slate, the Nominating Committee shall provide a revised slate of five (5) candidates.
2. At the first regular meeting following the deadline to submit a revised slate, the slate shall be announced and the revised slate shall be published in the Rotary News. A ballot shall be provided to Members in good standing by mail, fax, email, or any other method.
3. In order to be counted, a ballot must be received at the business office of the Club on or before the 10th day following the date ballots are provided for Members. If the business office of the Club is not open for business on that day, then the ballots are due on or before the next day the business office is open.
- 3.4. The directors shall be declared duly elected if it receives votes exceeding one-half of the number of ballots cast. In the event of a tie, the open positions shall be filled in accordance with procedures determined by the Board of Directors.

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**SECTION 2: NOMINATING COMMITTEE**

A. Committee Membership

Each Rotary year the Nominating Committee of the Club shall be responsible for nominating candidates for office. The members of the Nominating Committee described shall be nominated and appointed by a date that shall allow the Nominating Committee adequate time to complete its duties prior to the 7th day of November. The Nominating Committee shall include seven (7) Members of the Club, each of whom shall serve a one-year term, except the Chair/Vice-Chair. The committee shall be constituted as follows:

- Chair: The Chair of the committee shall be the member who served as Vice-Chair for the prior Rotary year;
- Vice Chair: The President shall nominate and the Board of Directors shall appoint a member who shall serve as the Vice-Chair of the committee. The Vice Chair is the Chair Elect for the following year. The nominee shall be a past president whose term of office as president ended not less than three years prior to July 1 of such year;

- Two Members-At-Large: The President shall nominate and the Board of Directors shall appoint two members-at-large who have not held office for at least three years but who have been Members of the Club for not less than three years;
- The Immediate Past President of the Club;
- The Vice President (President Elect) of the Club; and
- The Assistant Treasurer (Treasurer Elect) of the Club.

B. Meetings

The Nominating Committee shall hold at least two (2) meetings, plus additional meetings that may be scheduled as needed.

1. Orientation Meeting: The first meeting will be held for the purpose of providing the members of the Committee information regarding the open positions to be filled and the members the Committee wishes to consider for nomination. The Committee shall be provided records on Members eligible for election including previous Club service and attendance background, and any other matters as the Committee may choose to consider. The Orientation Meeting shall be a physical meeting where a quorum of five (5) of the seven (7) members of the Nominating Committee can hear or be heard.
2. Selection Meeting: The second meeting will be held not less than one week after the Orientation Meeting and shall be a physical meeting where a quorum of not less than six (6) of the seven (7) members of the Committee can hear or be heard. The purpose of the Selection Meeting will be to prepare the list of nominees and alternatives for the open positions to be filled. Only nominees approved as a nominee or alternate at a Selection Meeting shall be eligible for election.
3. Other: Any meetings of the Nominating Committee for the purpose of monitoring the status of the members' acceptance of positions may be held by physical meeting, telephone or email, but all changes shall require the consent of not less than six members of the Committee. If the entire list of open nominations is not filled with members identified as nominees or alternates at the first Selection Meeting, a subsequent selection meeting shall be a physical meeting, with not less than six (6) members can hear or be heard, to identify additional nominees and alternates for the remaining open nominations.

C. Nominations

The Nominating Committee shall nominate two (2) candidates for each of the following offices: Vice President (President Elect), Secretary, Assistant Treasurer (Treasurer Elect), and Sergeant at Arms, ~~and each open director position on the Board.~~ The Committee will nominate a slate of five candidates to fill the open director positions on the Board. Any nominee must have been a member of the Rotary Club of Oklahoma City for the three years immediately preceding the date of the first ballot.

**SECTION 3: INSTALLATION**

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The newly elected Officers and Directors shall assume the duties of their respective offices upon installation. Installation shall take place at the first meeting in July after the annual election. Officers and Directors shall continue in office until their successors are elected and installed.

#### **SECTION 4: VACANCY**

1. **President:** In the event of the office of President becoming vacant, the Board of Directors shall fill the vacancy for the unexpired term by choosing a Member who is serving or previously has served as a member on the Board of Directors.
2. **Vice President (President Elect) or Assistant Treasurer (Treasurer Elect):** In the event of the office of Vice President (President Elect) or Assistant Treasurer (Treasurer Elect) becoming vacant, the Board of Directors shall fill the position temporarily until regular election procedures may be used to fill any vacancy.
3. **Other Offices:** In the event of the office of Secretary, Treasurer, or Sergeant-At-Arms becoming vacant, the Board of Directors shall fill the vacancy for the unexpired term by choosing an eligible Member.
4. **Directors-At-Large:** In the event of any of the ten (10) Directors-At-Large positions on the Board becoming vacant, the Board of Directors shall fill ~~all any~~ vacancies for the unexpired term by choosing an eligible Member. The new ~~Officer or~~ Director shall be installed and shall continue in office until a successor is elected by slate and installed at the next regular election.
5. **Immediate Past President:** In the event that the immediate past president is unable to serve on the Board of Directors, he or she can nominate his own replacement to the Board, but the nominee shall only be installed if the elected by a majority of the members of the Board in attendance, provided there is a quorum at such meeting.
6. **Foundation Director-At-Large:** In the event of ~~the an~~ elected at-large member of the Board of the Rotary Club 29's Foundation position becoming vacant, the vacancy shall be filled pursuant to the procedures set forth in the Bylaws of the Rotary Club 29 Foundation.

In the event of any office or director position other than the office of the President becoming vacant within sixty (60) days or less until the installation of the next officer, the Board of Directors may elect to leave the position vacant for that period. The duties of the vacant office or director position shall be assumed by the President or delegated as he or she sees fit. In the event of the office of the President becoming vacant within sixty (60) days or less until the installation of the next President, the Board of Directors shall install the Vice President (President Elect) into the office of the President.

#### **SECTION 5: TERMS**

The terms of office for each officer are one (1) year. The terms of office for directors-at-large (other than those elected to fill a vacancy) are staggered two (2) years.

#### **ARTICLE IV: DUTIES OF OFFICERS**

**SECTION 1: PRESIDENT**

The role of the President is to lead the Club and to ensure it functions effectively. The President shall preside at meetings of the Club and Board. The President shall exercise general supervision over the property, business, and affairs of the Club, shall perform such other duties as may be prescribed by these Bylaws or assigned to such person by the Board, and shall coordinate the work of the other Officers of the Club. The President shall lead the Club in creating long-range and annual goals. The President is the representative and figurehead in all public and press matters. The President may assume additional duties as necessary for the function of the office.

**SECTION 2: IMMEDIATE PAST PRESIDENT**

The duty of the Immediate Past President is to serve as a Director on the Club’s Board and to perform such other duties as may be prescribed by the President or the Board.

**SECTION 3: VICE PRESIDENT (PRESIDENT-ELECT)**

The first duty of the Vice President (President-Elect) is to assume any duties that the President delegates in his or her absence. These duties may include presiding at Club meetings or Board meetings. Upon expiration of his or her term of office as Vice President, he or she shall automatically assume the office of President. As designated by the Board in the absence, inability, or disability of the President, the President-Elect shall perform the duties and exercise the powers of the office of President, and when so acting shall be subject to all restrictions upon the President. Additional duties beyond the scope of these described will be necessary for the Vice President to assume as they pertain to his or her office. The Vice President is expected to attend all necessary Rotary International training seminars, and necessary District meetings and conferences.

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**SECTION 4: SECRETARY**

It shall be the duty of the Secretary, or designee, to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Club, Board, and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, and perform such other duties as usually pertain to his or her office.

**SECTION 5: TREASURER**

It shall be the duty of the Treasurer, or designee, 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 his or her office. Upon expiration of his or her term of office he or she shall turn over to his or her successor or to the President all funds, books of accounts or any other Club property in his or her possession.

**SECTION 6: ASSISTANT TREASURER**

The Assistant Treasurer shall assist the Treasurer in the performance of his or her duties and shall endeavor to become apprised of the accounts and finances of the Club with the goal of becoming prepared to assume the position of Treasurer during the following Rotary year.

**SECTION 7: SERGEANT-AT-ARMS**

The duties of the Sergeant-At-Arms shall be such as are usually prescribed for his or her office and such other duties as may be prescribed by the President or the Board.

**SECTION 8: DIRECTOR**

A Director attends Club and Board meetings, exercises due care and act in good faith in all dealings and interests with the Club, exercises a duty of loyalty to the Club by avoiding and/or managing conflicts of interest, periodically reviews, and/or amends organizational policies which may include duties in addition to those designated in these Bylaws, approves the annual budget and oversees the financial administration of the Club, reviews Form 990 prior to submission to the IRS or authorizes the Treasurer to perform such duty, reviews and approves all contractual agreements or authorizes the Executive Director or Officer(s) to execute such agreements in accordance with the financial policies and conflict of interest policy, and performs such other duties as prescribed by the Board.

**ARTICLE V: STAFF**

**SECTION 1: EMPLOYMENT**

The Board of Directors shall have the power to employ and fix the salary of an Executive Director and any other personnel deemed necessary to serve at the will of the Board. Membership in the Club or Rotary International is not a requirement for any employees.

Club Members who are employed by the Club are prohibited from attending any Executive Session of the Board of Directors but may attend the remainder of the Board meeting as needed for regular business.

**SECTION 2: DUTIES**

The Executive Director shall manage the day-to-day operations of the Club and perform all duties incident to the function of an executive director (including supervision of staff) not otherwise allotted to another Officer. The Executive Director may relieve the Secretary and Treasurer in the handling of clerical and recording matters and shall perform such additional duties as the Board of Directors may prescribe. Duties shall be carried out under the direct supervision of the President and the Administration Committee.

**ARTICLE VI: MEETINGS**

**SECTION 1: ANNUAL MEETING**

The annual meeting of the Club shall be held during December of each year. On or before the date of that meeting the election of Officers and Directors shall take place as provided for in Article III.

**SECTION 2: REGULAR MEETINGS**

The regular meetings of the Club shall be held on each Tuesday and at any other times the Board selects. At least two days' advance notice of all meetings should be given to every Member whose current contact information is on file with the Club or notice may be given by announcement at a previous meeting.

**SECTION 3: BOARD OF DIRECTORS MEETINGS**

The Board of Directors shall meet at least once a month or when called by the President with proper notice whenever deemed necessary. A Board meeting may also be called upon the request of two members of the Board if due notice has been given to all Board members. The Board is permitted to meet either in person or by any means, including electronic meetings, which allows a person to hear and be heard as needed so long as due notice and proper arrangements are made to allow for participation by all Board members.

The Board of Directors may convene into executive session of the members of the Board, and such other persons as are invited by the Board to attend.

**ARTICLE VII: METHOD OF VOTING**

**SECTION 1: VOTING**

In all votes taken in regular meetings of the Club with advance notice, a majority vote of those present shall govern, except as provided for appeal from the decision of the Board of Directors. All voting, except in the election of contested officers and directors, shall be by voice or as otherwise authorized in this Article.

**SECTION 2: PRESUMPTION OF ASSENT**

If a Director is present at a meeting of the Board of Directors, he or she will be conclusively presumed to have assented to any Club action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- (c) He or she forwarded such dissent by registered or certified mail to the person acting as Secretary of the Club immediately after the meeting adjourned (This right to dissent will not apply to a director who voted in favor of an action).

**SECTION 3: ELECTRONIC VOTING**

- A. Board of Directors

1. The Board of Directors is permitted to vote by electronic mail (email) during electronic meetings held pursuant to these Bylaws, or with proper notice provided pursuant to this Section. All Directors must have access to email, and it is the responsibility of each Director to inform the Executive Director of their correct email address for purposes of correspondence and email voting.

2. Vote by email will be conducted in the following manner:

- a. The President or any Director may request a vote via email by moving for such a vote during an electronic meeting of the Board held pursuant to these Bylaws.
- b. In the event a vote must be held before the next regularly scheduled meeting of the Board, the President or any Director may request a vote by email by providing forty-eight (48) hours of notice for such a vote to each Director via the email address on file with the Executive Director. Such notice must include the specific motion to be voted upon and the deadline for a vote to be cast, as calculated by this Section.
- c. For email votes occurring outside of an electronic meeting, each Director shall have a forty-eight (48) hour period during which to submit a vote, which voting period begins at the expiration of the twenty-four (24) hour notice period.
- d. Directors shall have four (4) options regarding their vote:
  - i. Vote to pass the motion;
  - ii. Vote to reject the motion;
  - iii. Abstain (or fail to vote); or
  - iv. Request further discussion.
- e. For votes by email held pursuant to this Section, the votes shall pass or fail pursuant to the same rules for voting that apply during regular meetings of the Board, except that if any Director requests further discussion of the motion, the President shall notice an electronic meeting of the Board at the earliest available time under these Bylaws, during which the motion shall be debated and a vote shall be held by voice.

B. Club Membership

Voting by email by Club members is only permitted for matters authorized by the Board. Any vote by email must be conducted in a manner that is consistent with all other requirements for a vote of Club membership required by these Bylaws.

**ARTICLE VIII: AVENUES OF SERVICE**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. The five Avenues of Service are Club Service, Vocational Service, Community Service, International Service, and Youth Service. This Club will be active in each of the Avenues of Service.

## **ARTICLE IX: COMMITTEES**

### **SECTION 1: PURPOSE & AUTHORITY**

Club committees are charged with carrying out the annual and long-range strategic goals of the Club. Each committee shall transact business delegated to it by the bylaws, the President, or the Board of Directors. Except where special authority is delegated by the Board of Directors, committees shall not take final action until a report has been made to the Board and approved. The President-Elect, President, and Immediate Past President should work together to ensure continuity of leadership and succession planning by the Committees.

Each active Member is encouraged to serve on at least one committee. Members may choose the committee conducive to his or her abilities and expertise. Some standing committees require additional qualifications for participation, such as previously or currently holding office. The President shall be *ex officio* a member of all committees and shall have all the privileges of committee membership.

### **SECTION 2: STANDING COMMITTEES**

#### **A. Administration Committee**

The membership of this Committee shall consist of seven (7) members of the Club. The members shall be the President, Immediate Past President, Vice President, the Treasurer, the Immediate Past Treasurer, and two (2) other members of the Club appointed by the President, one of which shall be a Past President.

This Committee shall review the office space requirements and the office equipment needs of the Club and make recommendations to the Board. It shall review the Personnel Policy, which includes job descriptions, performance, and salary of staff, and make recommendations to the Board. It shall oversee and direct the Executive Director as to the handling of duties as may be prescribed by the Board of Directors to the Executive Director.

#### **B. Budget/Audit Committee**

The membership of the Budget/Audit Committee shall consist of six (6) members of the Club. The members shall be the President, the Vice President, the Treasurer, the Immediate Past Treasurer, the Assistant Treasurer, and the Chair. The Chair shall be a Member who possesses professional qualifications and experience appropriate to the tasks of the Audit Committee, such as certification as a Certified Public Accountant.

#### **C. Nominating Committee**

The Club shall have a nominating committee established pursuant to the requirements of Article III, Section 2 of these Bylaws.

### **SECTION 3: ADDITIONAL COMMITTEES**

The President shall, subject to the Board of Directors, appoint committees which address the five avenues of service and any other committees that he or she deems necessary for the internal administration of Club affairs.

#### **A. Club Service Committees**

These committees shall devise and carry into effect plans which will guide and assist the members of the Club in discharging their responsibilities in the Club. These committees provide opportunities for all Members of the Club to contribute to the operations of the Club. Examples are: Invocation, Introductions, and Greeters.

#### **B. Vocational Service Committees**

These committees shall devise and carry into effect plans which will guide and assist the Members of the Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. An example is Vocational Tour Day.

#### **C. Community Service Committees**

These committees shall devise and carry into effect plans which will guide and assist the Members of the Club in discharging their responsibilities in the community. Examples are: Annual Club Project, Salvation Army, and Service Saturday.

#### **D. International Service Committees**

These committees shall devise and carry into effect plans which will guide and assist the Members of the Club in discharging their responsibilities in matters relating of International Service. Examples are Wings of Rotary and Open World.

#### **E. Youth Service Committees**

These committees shall devise and carry into effect plans which will guide and assist the Members of the Club in discharging their responsibilities in the next generations. Examples are: Rotary Youth Leadership Association and Junior Rotarians.

#### **F. Constitutional Committees**

The Club shall have all committees required by Article 13, Section 7 of the Club Constitution.

### **SECTION 4: DUTIES**

The duties of all committees shall be established and reviewed by the President and the appropriate group committee chair for his or her year. In declaring the duties of each committee, the President shall reference appropriate RI materials and the Avenues of Service when developing annual plans. The

committee duties for the Rotary year shall be made available to the membership through the Rotary Newsletter and online publication.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each Rotary year. The President shall prepare a recommendation for Club committees, mandates, goals, and plans for presentation to the Board at the first Board Meeting of the Rotary year.

#### **SECTION 5: GROUP COMMITTEE CHAIRS**

The purpose of Group Committee Chairs is to form an active relationship between the committee Chairs and the Board of Directors. The President shall group committees who share similar needs for resources and leadership. Such committee groups are not required to be grouped under the avenues of service for the purpose of a Group Committee Chair. The President shall select Group Committee Chairs from the Club Officers and Directors. The President's goal should be to match an Officer or Director to the group of committees where he or she can have the greatest impact due to professional or other experience.

The Group Chair shall update the Board on committee progress as needed and will similarly notify the committees of new Board policies when created. The Group Chair will communicate with the Chairs of the committee within his or her group regularly to ensure the committees are properly functioning. The President or Group Chair shall be responsible for appointing the Chairs of each committee within the group.

#### **SECTION 6: COMMITTEE CHAIRS**

The appointed Chair should have previous experience as a member of the committee. 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 designated Group Chair on all committee activities.

### **ARTICLE X: MEMBERSHIP**

#### **SECTION 1: METHOD OF ELECTING NEW MEMBERS**

##### **A. Nominations**

Any three (3) Members of the Club in good standing may nominate any person for active membership by using the "Membership Nomination Form" prescribed by the Board of Directors. A completed nomination form must contain the signature of three members in good standing. Electronic signatures are permissible. The nomination form shall be filed with the Executive Director. The name of the nominee is published twice via email after the completed nomination is delivered to the Executive Director. The publication is followed by a period during which any Member may object to the election of the proposed member. The Board shall determine the duration of the period when objections can be made.

##### **B. Nomination Review**

The Membership Development Committee shall consider any objections made by the membership, shall review each nomination, and shall provide recommendations to the Board regarding the nominee's qualification or lack of qualification for membership.

#### C. Elections of Active Members

The Board of Directors shall vote upon the nomination and no nominee will be considered for membership if a favorable majority is not attained.

#### D. Notification

If elected, the Board of Directors shall direct the Executive Director to deliver a letter of invitation to the nominee. In the event that the nominee is not approved by the Board of Directors for membership, the nominee and sponsors shall be immediately notified by the Executive Director. The Executive Director shall report to the Board the status of each membership invitation, specifically whether the nominee did or did not accept the invitation to join.

#### E. Orientation and Introduction

A nominee approved by the Board should be introduced to the Club at a meeting. In order to qualify for introduction, the nominee must provide the administrative office with the requisite admission fee and information. Once provided, the nominee will be invited to the next New Member Orientation Meeting. Each nominee shall be addressed by the President or the Orientation Committee with reference to the duties, obligations, and the principles of Rotary. Finally, the nominee will be introduced at a Club meeting and be formally considered a member of the Club.

#### F. Election of Honorary Members

The names of proposed candidates for honorary membership shall be submitted annually to the Board of Directors, who shall elect honorary members at their sole discretion, no signed application or payment of dues by the honorary member being required. Suggested honorary members of the Club include the Mayor of Oklahoma City, City Manager of Oklahoma City, Oklahoma City Police Chief, Oklahoma City Fire Chief, the Governor of Oklahoma, any former Governor of Oklahoma, the Lieutenant Governor of Oklahoma, the Attorney General of Oklahoma, Oklahoma's U.S. Senators, the Representative of Oklahoma's 4<sup>th</sup> and 5<sup>th</sup> Congressional Districts, and the Commander of Tinker Air Force Base.

#### G. Election of Former Members

The application of a former active Member of this Club whose membership was terminated as provided in Article XV of the Constitution shall be considered promptly by the Board and in advance of any other application or proposal. Orientation attendance is not mandatory for re-instated Members. Other than these two (2) exceptions, the application of a former active Member shall follow the same election procedures outlined above for a new Member.

Any former active Member of this Club whose membership was terminated as provided in Article XV of the Constitution, whose application for membership is submitted within six (6) months of their membership termination date, shall have their membership reinstated by the Board without any additional requirements so long as the former active Member continues to fulfill the qualifications for membership.

## **SECTION 2: ATTENDANCE**

Members of the Club are encouraged to attend at least 50% of the Club regular meetings or satellite club meetings or engage in Club projects or other activities. There is no termination of membership for non-attendance.

## **SECTION 3: 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 specific length of time. A leave of absence must not exceed twelve (12) months. In order to remain in good standing with the Club, the Member must continue timely payment of dues, fees, and mandatory contributions during a leave of absence. Dues may be reduced in order to accommodate for the fact that the Member will not be attending scheduled luncheons.

## **ARTICLE XI: FINANCES**

### **SECTION 1: BUDGET**

Prior to the beginning of each fiscal year, the Budget/Audit Committee shall prepare a budget of estimated revenue 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.

### **SECTION 2: FUND MANAGEMENT**

Rotary staff members, the Treasurer, or Assistant Treasurer shall deposit all funds of the Club, in the name of the Club, in an FDIC insured bank to be named by the Board. The Board shall adopt, and from time to time amend as needed, a policy to safeguard the cash assets of the Club on deposit with FDIC insured banks that exceed the limits of said federal insurance.

### **SECTION 3: CLUB EXPENSES**

All requests for disbursements including checks, ACH payments, and transfers between accounts shall be accompanied by an invoice, purchase order, contract, payment request form, or other form of payment request. The documentation shall prove the legitimacy of the request and substantiate the payment. Payment requests shall be approved by the Executive Director or an Officer of the Board.

The Board gives check-signing authority to the Executive Director and elected Officers. The Board shall adopt, and from time to time amend as needed, policies and procedures to safeguard the Club from unauthorized disbursements of funds, including but not limited to a requirement that all disbursements exceeding an amount determined by the Board shall be paid by checks signed by two (2) or more authorized persons. Authorized persons include the Executive Director and elected Officers. The

Treasurer is the preferred second signor. In instances where payment by check is not feasible, the staff of the Club may pay bills by the Club credit card or through automatic clearing house (ACH). The Treasurer or Assistant Treasurer shall review credit card and ACH payments on a monthly basis to ensure accuracy.

#### **SECTION 4: AUDIT**

A thorough review by an independent third party who shall be a certified public accountant or other qualified person or firm shall be made once per year of all of the Club's financial transactions. The Board of Directors shall select the auditor or audit firm and oversee the audit process, which shall include a presentation of the final audit report to the Board of Directors by the auditor within the same calendar year.

#### **SECTION 5: ANNUAL FINANCIAL STATEMENT**

Club Members are entitled to receive an annual financial statement of the club upon request.

#### **SECTION 6: FISCAL YEAR**

The Fiscal Year of the Club is July 1 to June 30.

### **ARTICLE XII: FEES AND DUES**

#### **SECTION 1: ADMISSION FEE**

The Club admission fee shall be an amount to be determined by the Board, to be paid before the nominee can qualify as a Member, except as provided for in the Rotary Constitution, Article XIV.

#### **SECTION 2: MEMBERSHIP DUES**

##### **A. Active Members**

The membership dues of active Members shall be determined or modified by the Board of Directors at any time deemed necessary. All Club dues, fees, and mandatory contributions shall be invoiced to Members quarterly. All charges described in the invoice shall be payable no later than ninety (90) days after the invoice has been mailed. Members have the option of paying annual dues in one sum if requested. No separate charges for meals exist for active Members. Mandatory annual contributions for active Members include at least \$100.00 that will be allocated to RI's Every Rotarian Every Year (EREY) program and at least \$100.00 that will be allocated to the Rotary Club 29 Foundation's \$25 for 29 program.

##### **B. Reduction of Dues**

The membership dues of individual active Members may be reduced at the discretion of the Board. The Board may create its own policies regarding when Members may qualify for reduction of dues.

##### **C. Honorary Members**

Honorary members shall be exempt from the payment of dues per the Rotary Constitution, Article X, Section 6.

D. Delinquency

Any Member shall be considered delinquent if dues are not paid within ninety (90) days after invoices have been mailed. Any Members delinquent in payment of dues or other financial obligations to the Club shall automatically have his or her membership reviewed for termination by the Board as outlined in Article XV, Section 3 of the Rotary Constitution. The Board may create its own policies regarding the collection of delinquent dues.

**SECTION 3: NOTICE**

Any notice required by these Bylaws can be effectuated by mail or any digital methods the Board may approve.

**ARTICLE XIII: RESOLUTIONS AND ENDORSEMENTS**

**SECTION 1: 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, shall be referred without discussion to the Board. The Board shall address the issue at the next regularly scheduled Board meeting and shall submit its recommendations to the Club after consideration. After hearing the Board's recommendation, the Club may proceed to take any action deemed proper by the majority.

**SECTION 2: APPEAL**

Any appeal to the Club or to its Members as Rotarians for charitable or other subscriptions shall be handled in accordance with the procedures prescribed in Section 1 of this Article.

**SECTION 3: ENDORSEMENT**

This Club shall not endorse or recommend any candidate for public office, nor shall political candidates or partisan questions as such be discussed at any Club meeting, unless such partisan question is preapproved by the Board prior to discussion at any Club meeting.

**SECTION 4: INDEMNIFICATION**

A. Power to Indemnify

The Club may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Club against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement. Indemnification is only allowed when costs or damages are actually and reasonably when he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of

the Club. The Club shall have the power to give other indemnification to the extent permitted by law. Such rights of indemnification will not be exclusive of any other rights to which such Director, Officer, or employee may be entitled apart from this provision.

**B. Exception**

Section A of this Article will not apply in any proceeding in which the Director, Officer, employee, or agent is liable for negligence or misconduct in the performance of his or her duties.

**C. Power to Insure**

The Club shall have power to purchase and maintain, at the Club's expense, insurance on behalf of the Club, any Director, Officer, employee, agent, and other person to the extent that power has been or may be granted by statute.

**ARTICLE XIV: BUSINESS PROCEDURE**

**SECTION 1: BUSINESS METHODS**

The principal business of this Club shall be done by committees. The action of committees shall be final unless a Member appeals to the Board of Directors within one week. The action of the Board of Directors shall be final unless appeal is taken to the Club. No appeal to the Club shall be decided unless the appellant has given ten (10) days' notice to the Secretary. The Secretary shall notify the original policy or decision maker that a Member is appealing the decision and coordinate the time and place for the hearing of the appeal

**SECTION 2: ORDER OF BUSINESS**

The following shall be the usual order of business, but this may be modified at the discretion of the presiding officers or the discretion of the Members present:

- Luncheon
- Call to Order
- Invocation, Pledge of Allegiance, National Anthem
- Introduction of visiting Rotarians and guests
- Announcements
- Program
- Adjournment

**ARTICLE XV: AMENDMENTS**

These Bylaws may be amended at any regular Club meeting 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 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, the Constitution and Bylaws of Rotary International, and the Rotary Code of Policies.

**ARTICLE XVI: ADDITIONAL POLICY STATEMENTS**

**SECTION 1: MEMBER, DIRECTOR, OFFICER, PERSONNEL & EMPLOYMENT POLICIES**

**A. Whistleblower Policy**

The Club will adhere to all laws and regulations that apply to it. The support of all employees, Officers, and Directors is necessary to achieving compliance with various laws and regulations. The Club will not retaliate against an employee, Officer, or Director who, in good faith, has made a protest as to, complained about, disclosed, or threatened to disclose some practice of the Club to a supervisor, public body, or law enforcement officer on the basis of a reasonable belief that the practice is in violation of a law, rule, or regulation or is in violation of a clear mandate of public policy.

Employees, Officers, and Directors are encouraged to make such protests, complaints, and disclosures within the Club prior to seeking redress outside the Club.

Any employee may make such complaints in writing to such employee's supervisor, any Officer, or any Director. Any Officer may make such complaints in writing to any superior Officer or any Director. Any director may make such complaints in writing to the President.

Any person receiving such a complaint shall immediately report it to the President (or to some other director of the Club who is not implicated by the complaint), and the receiver of the report shall appoint a committee of three directors to investigate the complaint. The results of such investigation shall be distributed to the Board within thirty days of appointment of such committee. If, given the nature of the complaint, a committee of the Board cannot be appointed, legal counsel shall be consulted and appropriate actions taken.

An employee, Officer, or Director who files a complaint must be acting in good faith and must have reasonable grounds for believing the information disclosed indicates a violation of a law, rule, or regulation or is in violation of a clear mandate of public policy. Any allegations that prove not to be substantiated and which prove to have been made maliciously or with knowledge of their falsity will be subject to disciplinary action.

**B. Anti-Discrimination Policy**

A guiding principal of mutual respect allows each employee, Director, Officer, and Member to contribute to the success of this Club to the maximum of his or her ability. Maintaining a fair workplace creates an environment in which all can develop and apply the widest range of competencies, ideas, and solutions. This Club is committed to Equal Employment Opportunity principals. Equal Employment Opportunity is the right to work and advance on the basis of merit, ability, and potential, free from prejudice or discrimination. Members of this Club are not permitted to discriminate on the basis of race, color, religion, sex, gender, national origin, age, disability, marital status, political affiliation, or sexual orientation. Discrimination has the effect of unreasonably interfering with the purpose of the Club because it creates an intimidating, offensive, or hostile environment. The policy of this Club is to maintain an environment free from harassment and promptly taking action if harassment occurs. The Board shall, from time to time, evaluate the need for the Club to adopt an anti-discrimination policy related to speakers at Club meetings.

C. Other Policies

The Administration Committee shall annually review documents that contain employment policies and ensure that such policies are in compliance with local and federal laws and Rotary International guidelines. The Board shall have the power to create any other personnel policies, which may be edited by the Board as needed.