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**Bylaws**

**of the**

**Covington Rotary Club, Inc.**

*7/12/2022*

**Bylaws of the Covington Rotary Club, Inc.**

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**Bylaws of the Covington Rotary Club, Inc.**

**Article 1 Definitions**

1. Board: The board of directors of this club.

2. Director: A director on this club’s board.

3. Member: A member, other than an honorary member, of this club.

4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club’s members for club decisions and a majority of the directors for club board decisions.

5. RI: Rotary International.

6. Year: The 12-month period beginning 1 July.

**Article 2 Board**

The governing body of this club is its board of directors, consisting of, at a minimum, the president, president-elect, immediate past president, vice president, secretary, treasurer, sergent-at-arms, and two at-large members.

**Article 3 Elections and Terms of Office**

Section 1 —One month before elections, members nominate candidates for president-elecy, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 2 —The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — If **any officer or board member vacates their position, the remaining members of the board will appoint a replacement.**

Section 4 — **If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.**

Section 5 —The terms of office for each role are:

President — One year *unless a successor is not elected. Then the current president’s term can be extended for up to one year.*

President-Elect – One year.

Vice President —One Year, becoming President-Elect in year two.

Treasurer —One year, to be re-elected annually

Secretary —One year, to be re-elected annually

Sergeant-at-arms — One year, to be re-elected annually

Director —One year, to be re-elected annually

**Article 4 Duties of the Officers**

Section 1 — The president presides at club and board meetings.

Section 2 —The immediate past president serves as a director on the club board.

Section 3 —The president-elect prepares for his or her year in office and serves as a director.

Section 4 —The vice president presides at club and board meetings when the president is absent.

Section 5 —A director attends club and board meetings.

Section 6 —The secretary keeps membership and attendance records; takes and distributes minutes.

Section 7 —The treasurer oversees all funds and provides an accounting of them; prepares annual budget and monthly financial reports.

Section 8 —The sergeant-at-arms maintains order in club meetings.

**Article 5 Meetings**

Section 1 —An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

5.1 Meeting Quorum**-** For purposes of any action requiring approval by the membership, a quorum will consist of any members actually attending a meeting held for the purpose of approving the action, if at least a 30 day notice of the meeting is given, the notice to specify the date and purpose of the meeting.

Section 2 —This club meets as follows: each Tuesday at Noon, unless otherwise changed by board vote. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 —Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

3.1 Board Quorum- Any Board members attending a regular meeting of the Board shall constitute a quorum of the Board; any Board members attending a special meeting of the Board shall constitute a quorum of the Board, if at least 30 days notice of the meeting is given, the notice to specify the date and purpose of the meeting.

**Article 6 Method of Voting**

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

**Article 7 Membership**

Section 1 – Categories of Membership:

1.1 Standard Membership

1.2 Senior Active: Member’s age plus years of Rotary membership equals at least 85.

1.3 Young Professional Membership: The member is 35 years of age or under.

1.4 Family Membership: Another member of the household is already a Rotarian.

1.5 Corporate Membership: Shared by up to three (3) designated people from the company. Each designee is a full member.

1.6 Additional membership categories may be established upon vote by the Board of Directors.

Section 2 — Process

2.1 A member proposes a candidate for membership to the board and/or the membership committee, or another club proposes one of its transferring or former members, or a person applies for membership.

2.2 The board should approve or reject the candidate’s membership at its next board meeting, or within 30 days and notifies the proposing member of its decision.

2.3 If the board approves the candidate’s membership, the prospective member is invited to join the club.

Section 3 – The club secretary will document each member’s information within the Rotary International system.

Section 4 – New members will participate in Rotary orientation within six months of joining Covington Rotary Club.

**Article 8 Dues**

**Club dues are** set annually by the board of directors. Club dues include **RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees and expenses, and any other Rotary or district per capita assessment.**

**Article 9 Committees**

Section 1 —This club’s committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution.

Section 2 —The president is an ex officio member of all committees.

Section 3 — Each committee’s chair is responsible for the regular meetings and activities of the committee, and for supervising and coordinating its work, and reporting to the board on all committee activities.

Section 4 – Additional ad hoc committees may be appointed as needed.

**Article 10 Covington Rotary Foundation**

Section 1 – The Covington Rotary Foundation will serve as the Club’s donation arm, maintaining 501(c)3 status for tax purposes for donors.

Section 2 – The Foundation’s purpose is to develop and implement plans to support the charitable work of the Covington Rotary Club.

Section 3 – The club president is an ex officio member of the Foundation Board.

**Article 11 Finances**

Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board.

Section 3 — Bills are paid by the treasurer.

Section 4 — A qualified person conducts a thorough annual review of all financial transactions.

Section 5 —Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

Section 6 — The fiscal year is from 1 July to 30 June.

**Article 12 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

**Article 13 Dissolution**

The Covington Rotary Club may be dissolved pursuant to the terms of Rotary International and the Kentucky Revised Statutes.

**Article 14 Certification**

The undersigned officers of the Covington Rotary Club hereby certify that the foregoing is a true and correct copy of the Bylaws of the Covington Rotary Club, as amended and restated, by the Board of Directors at a regularly scheduled meeting on the \_\_\_\_ day of \_\_\_\_\_\_\_\_\_, 2022.

BY: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

President

BY:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary