



Bylaws of the Florence Rotary Club, Inc.
of Florence, Kentucky
Adopted: January 13, 2014

Purpose Statement: The main objective of Rotary and of the Florence Rotary Club is service in the community and throughout the world. Rotarians build goodwill and peace, provide humanitarian service, and encourage high ethical standards in all vocations. Our motto in doing this is “Service Above Self” and we use the Four-Way Test as a guide by asking ourselves:

1. Is it the truth?
2. Is it fair to all concerned?
3. Will it build good will and better friendships?
4. Will it be beneficial to all concerned?

Principal Office: The principal office of the Club shall be located at 7711 Ewing BLVD Florence, KY 41042, the Club may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the Club may require from time to time. The Club’s mailing address is PO Box 6027 Florence, KY 41022. Keys to the PO Box will reside with the President and Treasurer.

Article 1 - Board of Directors

Section 1.1 - Governing Body. The governing body of the Florence Rotary Club (the “Club”) shall be the board of directors (the “Board”) consisting of the following members (the “Directors”): the President, Vice President/President Elect, Immediate Past President, Secretary, Treasurer, Foundation Board President, and 7 at large members.

The selection of officers and Directors is to occur by December 31st, 6 months prior to the swearing in of officers.

Officer-Directors shall serve terms in accordance with the terms of their Officer positions. Non-Officer Directors shall serve three years terms. In order to provide continuity by staggering terms of office, the board may designate the length of a particular term or terms. *(See attached addendum#1 outlining staggered terms used in implementing term limits during 2013-2014 year on pg 12).*

Section 1.2 - Selection of President Elect Designate. No later than December 31, the club President will request nominations and self-nominations for the position of President Elect Designate. Nominees will be presented for a vote of the selection



committee. This committee will be comprised of the current President, VP/PE, and the 3 most recent Past Presidents that are available to serve on this committee. The President Elect Designate is to be presented to the club no later than the January Club Assembly.

Section 1.3 – Selection of Officers and Directors - No later than December 31, VP/PE will request nominations and self-nominations for any board positions expiring June 30. All nominees will be presented by the VP/PE to the executive committee for review. The Executive Committee reviews the nominations then presents recommendations to the Board of Directors for approval. The new Directors are to be presented to the club no later than March 1 and shall be installed officially on during the last program before July 1. The Executive Committee can add up to two additional club members to the selection committee at the discretion of the VP/PE.

Section 1.4 - Vacancies. Should a vacancy occur on the Board before completion of a term, such vacancy may be filled by the affirmative vote of a majority of the remaining Board of Directors upon the recommendation of the selection committee (committee process outlined in section 1.3).

Section 1.5 - Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interest of the Club would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the persons so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 1.6 - Compensation. No Director/Officer shall receive compensation for his services as Director/Officer; however, any expense incurred by any Director/Officer by reason of his duties or responsibilities as such may be paid by the Club. Nothing contained herein shall be construed to preclude any Director/Officer from serving the Club in any other capacity.

Section 1.7 - Informal Action. Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, sitting forth the action so taken shall be signed by all of the Directors, or all members of the Club, as the case may be, and including in minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.



Article 2 - Officers and Their Duties

Section 2.1 - President. The President presides at all meetings of the Board and of the Club, and performs the additional duties required of a president. The President will be an ex-officio member of all committees of the Club.

Section 2.2 - Vice President/President-elect VP/PE. If the President is not present, the VP/PE presides at meetings of the Board and the Club. The VP/PE also assists in the identification and scheduling of weekly programs. If for any reason the president is no longer able to perform the duties of that office, the VP/PE will assume the presidency and continue to serve during the unexpired term until assuming office on the following 1 July as provided under normal circumstances in these by-laws.

Section 2.3 - Secretary. The Secretary keeps the records of membership, records the attendance at meetings, records and preserves the minutes of board meetings. The Secretary also makes the required reports to Rotary International and the District. The Secretary supervises and coordinates the processing of all new membership proposals through the various stages of approval and performs additional duties assigned by the Board.

The Secretary will be responsible for the invoicing of Semi-Annual Dues to occur no later than January 1st and July 1st. The term for this position is 3 years.

Section 2.4 - Treasurer. The Treasurer has custody of all funds, accounts to the Board when requested and performs additional duties assigned by the Board. The Treasurer records and sends all required payments to Rotary International and the District. Upon retirement from office, the outgoing Treasurer will turn over to a successor or the President all funds, books of account and any other Club property held by the Treasurer. The outgoing Treasurer will assist the successor Treasurer or the President in making an orderly transition in the management of Club finances and will continue to advise the President and Treasurer as Treasurer emeritus.

The Treasurer is responsible for managing the payment status of member meals and dues. If unpaid accounts exist, it is the Treasurer's responsibility to call on these accounts or seek assistance in collecting un-paid dues. The term for this position is 3 years.

The Treasurer is responsible for the timely filing of all required tax returns for the Club. The Treasurer also ensures that the Club complies with all pertinent laws and regulations required to maintain its non-taxable status.



Section 2.5 - Sergeant-at-Arms. The Sergeant-At-Arms is responsible for the preparation of the room in which the Club meets including member badges, attendance sheets, guest cards, flag display, Club banner, display of banners from other clubs, and any other equipment that may be needed for a Club meeting. In addition, the Sergeant-at-Arms welcomes, records, and introduces guests and visiting Rotarians.

Section 2.6 - Public Relations Officer. The Public Relations Officer is responsible for all Club publicity with the media aimed at making the public aware of the Club's programs including meeting speakers, fund raisers, service projects, and other Club functions. The Public Relations Officer arranges for and directs a Club photographer, invites media representatives to Club functions as appropriate, and otherwise actively publicizes the good works of the Club.

Article 3 - Committees and Their Duties

Section 3.1 - Executive Committee. The President, VP/PE and Immediate Past President comprise the Executive Committee which meets at the request of the President to develop plans for the Club, prepare issues for Board deliberation, and handle routine business which does not require Board action.

Section 3.2 - Club Service The Club Service team leader is responsible for activities to increase club membership and orient new members to the procedures and responsibilities of Rotary membership. The Team Leader will establish a Membership Development Committee to assist in developing and implementing programs to attract promising new members to the Club. The committee will develop and administer a program to ensure that each new member is actively introduced to the fellowship of the club and becomes an active participant in club service activities.

Section 3.3 - Community Service. The Community Service team leader coordinates the planning and delivery of funds to support appropriate community activities. The team leader plans and coordinates an appropriate program with attendant publicity to recognize the achievements of agencies supported by the Club. The team leader is also responsible for planning and coordinating club-sponsored hands-on service projects and all other community programs and activities in which the club takes part. The team leader establishes appropriate committees to assist in fulfilling the community service objectives of the Club.

Section 3.4 - International Service. The International team leader plans and coordinates the Club's international service activities. These include managing international service projects of this club and this club's support of Rotary International



service programs including the International Student Exchange, International Group Study programs, and the Ambassadorial Scholarship Program. The team leader establishes appropriate committees to assist in fulfilling the international service objectives of the Club.

Section 3.5 – New Generations. The New Generations team leader plans and coordinates the Club's sponsorship of one or more High School or Community based Interact groups. The team leader, or his or her designee, provides personal guidance to assist these groups in organizing and functioning according to the goals and objectives promoted by Rotary International. The team leader invites Interact participation at club functions, encourages support of club service projects, and encourages greater member involvement with Interact members. The team leader identifies youth candidates to attend Rotary International youth programs and seeks Board approval of the payment of these expenses. The team leader establishes appropriate committees to assist in fulfilling the Club's commitment to Interact. The team leader provides similar leadership and coordination services to Rotaract.

Section 3.6 – Vocational Service. The Vocational Services team leader shall devise and carry into effect plans which will guide and assist the Members of this Club in improving the general standards of practice in their respective vocations (application of the Four-way Test). The team leader shall be responsible for the vocational service activities of the Club and shall supervise and coordinate the work of any subcommittees that may be appointed on particular phases of vocational service. The team leader establishes appropriate committees to assist in fulfilling the international service objectives of the Club.

Section 3.7 - Committees. The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business.

Article 4 - Prior Approval of Projects Required

Section 4.1 - Prior Board Approval Required. No member of the Club may obligate or commit the Club to any project, activity, or endeavor without explicit prior approval of the Board. The Club will not consider any resolution or motion to commit the Club on any matter until it has been approved by the Board. If such a resolution or motion is offered at a Club meeting, the motion will be referred to the Board without discussion. Furthermore, if the project requires funding that is currently held in or will pass through The Florence Rotary Foundation, it must also have approval from the Foundation's Board of Directors.



Article 5 – Finances

Section 5.1 - Fiscal Year. The fiscal year of the club will begin on July 1 and end on June 30. The Board will fix a schedule for the collection of Member dues and fees. The Club will pay when due all fees and assessments by Rotary International and the District 6740.

Section 5.2 - Budget Approved by Board. At the beginning of each fiscal year, the Board will make and approve a budget of anticipated revenue and expense.

Section 5.3 - Fund Deposits. The Treasurer will deposit all Club funds in a financial institution approved by the Board.

Section 5.4 - Bills Paid by Treasurer or President. The Treasurer will pay all bills by check. Authorized co-signers on account include the club President, VP/PE and Secretary. Payment of bills via check are to authorized via check authorization form prior to remittance.

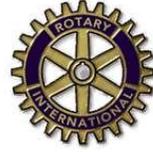
Section 5.5 - Loans. No loans shall be contracted on behalf of the Club, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5.6 – Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club and such authority may be general or confined to specific instances.

Article 6 – Meetings

Section 6.1 - Voice Voting and Secret Ballots. The Club will transact its business by voice vote, but members will vote by secret ballots in contested elections of officers or directors and on issues the Board of Directors declares to be of exceptional importance.

Section 6.2 - Board of Directors Meetings. The Board will determine the date, time, and place where it will hold its monthly meetings and the club President shall notify



the Board members at least two weeks advance. The President may call a Special Meeting of the Board at his or her initiative, or at the written request of two Board members. The President will make every effort to give Board members at least 24 hours' advance notice of a Special Meetings.

The Board of Directors need not give advance notice of the business it will conduct at a regular monthly Board meeting. A majority of the Board members constitutes a quorum for the conduct Board business, and the votes of a majority of the Board members present at a meeting authorize Board actions.

Section 6.3 - Regular Weekly Meetings. On Mondays at 12:00 p.m. the Club will hold its regular weekly meetings at the Greater Cincinnati Airport Hilton. The Board may change the time and place of the meetings on occasion. The Club will give its members notice of the business, if any scheduled to be considered at a regular meeting by announcing it at a prior weekly meeting or by publishing notice in an email before the meeting.

Section 6.4 – Club Assemblies and Holiday Schedule. Club Assembly meetings as well as the Holiday Schedule will be outlined by the incoming President and members are to be notified of the schedule by August 1st.

Article 7 - Conduct of Meetings

Section 7.1 - Order of Business. The normal order of business at regular weekly Club meetings may include:

- Service of lunch
- Prayer
- Pledge of allegiance to the Flag
- Four Way Test
- Song
- Introduction of guests and visiting Rotarians
- Program
- Gift presentation
- Announcements
- Adjournment

Last Monday of Each Month: Monthly Raffle to benefit Citizen of the Year / other approved projects

Section 7.2 - Participation of Members. Members are expected to arrive on-time at all Club meetings in appropriate attire and wearing a Rotary pin. Members are encouraged to socialize with guests and visiting Rotarians, and member hosts will aid guests in signing in and paying meal fees. Members are expected to remain for the entire meeting.



Article 8 - Method of Inducting Members

Section 8.1 - Membership Proposal and Initial Board Approval. A prospective member may be proposed by any active member. Notice of the proposal with the name of the proposed member, the name of the proposer, and a brief statement of the qualifications of the proposed member will be given to the Board along with a membership proposal form. The Board will review the qualifications of the prospective member to become a Rotarian and may initially approve proposed membership at any meeting of the Board. The proposer and Club President will meet with the proposed member to ensure he/she understands Rotary's objectives, attendance requirements, financial obligations, and service obligations.

Section 8.2 – New Member Induction. When a membership proposal has been initially approved by the Board, the proposed member will then be to the club by way of a formal pinning ceremony.

Section 8.3 - Honorary Membership. An Honorary Membership may be approved by the Board and the membership is valid from July 1 to June 30 of that year. The Board will review honorary memberships on an annual basis to determine which memberships will continue as honorary members.

Article 9 - Fees and Dues

Section 9.1 - Fees and Dues. The fees and dues of the Club are charged on a semi-annual basis. All charges are payable by February 1 and August 1. The Club will bill excused members for all other membership dues and assessments unless specifically excused by the Board.

Section 9.2 - Payments to R.I. and District are Included. The Board will establish the amount of dues, fees, and meal charges. In addition to Club dues and fees, membership dues include a per capita share of payments to the District and Rotary International.

Section 9.3 - Proration of Dues. When a member is admitted, the Treasurer will commence billing the new member at a prorated rate calculated by 1/6 of the semi-annual dues multiplied by the number of months remaining in the semi-annual dues cycle – with the first month being the month voted on by the board of directors . Members three months in arrears are liable to have their membership terminated unless special



arrangements have been made.

Section 9.4 - Special Assessments. The Board may establish special assessments or fees for fund-raising purposes and other urgent needs.

Section 9.5 - Special Arrangements. The Board may establish a special arrangement for a member who is temporarily unable to fulfill his or her financial obligations to the Club.

Section 9.6 - Books and Records. The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Club may be inspected by any Director for any proper purpose at any reasonable time.

Article 10 - Leave of Absence and Excused Status

Section 10.1 - Leave of Absence. Upon receipt of a member request to be excused, showing good reason, the Board may grant a member a leave of absence for a specified period of time. An approved Leave of Absence excuses the member from attending meetings and being billed as requested.

Section 10.2 - Excused Status: Rule of 85. Upon receipt of a written request for Excused Status, the Board may grant Excused Status to a member if:

- (A) The absence complies with the conditions set by the Board; and
- (B) The member is 65 years of age; and
- (C) The total of the member's years of age and years of membership in one or more Rotary Clubs is at least 85 years.

Article 11 - Interpretation and Amendments

Section 11.1 - Interpretation. Any question about the meaning or interpretation of any provision of these Bylaws will be resolved by adherence to Rotary International's Manual of Procedure, and then by the decision of the Club's Board of Directors.

Section 11.2 - Amendments. If notice of a meeting to amend the Bylaws has been given to the members by announcement at a regular weekly meeting, email, or regular mail and the text of the proposed amendment has been posted on the Club website at least two weeks before the meeting, the affirmative vote of two-thirds of the members present at the meeting will amend the Bylaws.



Section 11.3 - Use of Club Name Prohibited. No member of the Club may use the name of the Club or of Rotary or Rotary International in any public or private promotion, advertisement, solicitation, or any other way that is not directly related to approved Rotary or Club endeavors. This restriction does not apply to listing Club membership, offices held, or awards as part of a legitimate curriculum vita.

Article 12 - Limitation of Liability

Section 12.1 - Indemnification of Directors and Officers: The Club shall indemnify each of its directors and officers and each member of the board of directors who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he or she is or was a director or officer of the Club, or is or was serving at the request of the Club, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Except as provided herein below, any such indemnification shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth above. Such determination shall be made: (a) by the board of directors by a majority vote of a quorum of directors who were or are not parties to such action, suit, or proceeding, or (b) if the board of directors or a majority is involved, by the written opinion of qualified legal counsel who serves as counsel for the Club.

Expenses (including attorneys= fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Club **or Directors and Officers Insurance provided by Rotary International (Pending Policy Details)** in advance of the final disposition of such action, or proceeding if authorized by the Board of Directors and upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Club.

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To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim issue or matter therein, he/she shall be indemnified against expenses (including



attorneys' fees) actually and reasonably incurred by him/her in connection therewith, without any further determination that he/she has met the applicable standard of conduct set forth above.

If the Kentucky Revised Statutes are amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Club shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director or officer of the Club existing at the time of such repeal or modification.

See details of Rotary International "US Rotary Club and District Liability Insurance Program listed on page 12, Addendum #2



Addendum#1: Staggered Terms Implemented for Board of Directors 2013-2014 Year

In order to implement term limits while keeping continuity on the Board of Directors, the following are the terms set forth upon the selection of Directors conducted in June, 2013:

Director	Classification	Term Limit
Pamela Goetting	At Large	3 Year
Barbara Rahn	At Large	3 Year
Barbara Keeling	At Large	3 Year
Jerry Hodges	At Large	2 Year
Shona Schulkers	At Large	2 Year
Greg Palmer	At Large	1 Year
Etienne Badillo	At Large	1 Year

All directors that join the Board after the 2013-2014 will have a term limit of 3 years.

Addendum#2: Rotary International US Rotary Club and District Liability Insurance Program

Active U.S. Rotary clubs and districts are provided with general liability ("GL") and directors & officers/employment practices liability ("D&O/EPL") insurance through the U.S. Rotary Club and District Liability Insurance Program ("Program"). The Program is financed by insurance assessments collected from U.S. Rotarians.

Note: The Program does NOT provide coverage for bodily injury or property damage sustained by a first-party insured, such as a Rotarian or volunteer.

The most current information for this program can be found on RI website at:

<https://www.rotary.org/myrotary/en/us-rotary-club-and-district-liability-insurance-program>