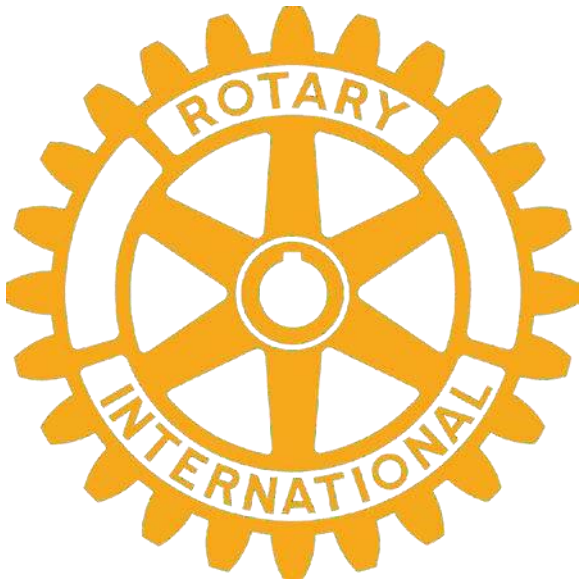


The Rotary Club of Saint Louis

By-Laws



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25

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ARTICLE 1: DEFINITIONS

- Board:** The Club's board of officers and directors
- Officer:** The executive board of the Club consisting of President, President-Elect, and two Active Vice Presidents serving as secretary and treasurer
- Director:** A member of the Club's board of directors
- Club:** The Rotary Club of St. Louis
- Member:** A member of the Club, other than an honorary member
- Quorum:** The minimum number of participants who must be present when a vote is taken
- RI:** Rotary International
- Year:** The 12-month period that begins on 1 July
- Appendix:** The appendices contain herein are provided for informational purposes and not considered as part of the By-Laws

ARTICLE 2: OFFICERS AND DIRECTORS

Section 1. Board of Directors

The Club shall be governed by a Board of Directors consisting of twelve (12) members (5 officers and 7 directors) out of which number there shall be a President, a President -Elect, two Active Vice-Presidents of equal rank and a Sergeant-At-Arms. The two Active Vice-Presidents shall be assigned the duties of Treasurer and Secretary by the President and approved by the Board.

The President-Elect shall automatically succeed to the Presidency upon the death, resignation, incapacity, or expiration of the term of the President or of the person who otherwise would be President. Officers and Directors shall be elected by the membership at large.

Section 2. Immediate Past President

The immediate past President shall serve on the Board as a non-voting, ex-officio member to provide continuity of Club governance and programs

Section 3. Term of Office

Each Officer shall serve for a term of one year or until their successor is elected except if the President-Elect succeeds to the Presidency during the term for which their predecessor was elected. That Officer shall have the right not only to serve out the unexpired term of the predecessor but also to serve as President for the term to which their election as President-Elect would have entitled them.

The seven Directors, who are not officers, shall serve for a term of two years. The Directors will be elected in alternating years in groups of three and four to ensure consistency of knowledge on the Board. Directors unable to complete their term shall have a member appointed by the Board to fill the vacant position.

No Officer or Director shall hold the same office for more than two successive terms.

Section 4. Indemnification

The Rotary Club of St. Louis shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit, or proceeding including but not limited to civil, criminal, administrative or investigative matters, other than an action by or in the right of the Rotary Club of St. Louis, by reason of the fact he or she is or was a director or officer of the Rotary Club of St.

Louis or, if serving at the request of the Rotary Club of St. Louis, as a director or officer 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 or her in connection with such action, suit, or proceeding if 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 Rotary Club of St. Louis, and with respect to any criminal action or proceeding, had no reason to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Rotary Club of St. Louis, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4.1

The Rotary Club of St. Louis shall also indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Rotary Club of St. Louis to procure a judgment in its favor by reason of the fact he or she is or was a director or officer of the Rotary Club of St. Louis or, if serving at the request of the Rotary Club of St. Louis, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fee, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, if 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 Rotary Club of St. Louis. Notwithstanding the foregoing, no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Rotary Club of St. Louis, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 4.2

Any indemnification provided by this Article (unless ordered by a court) shall be made by the Rotary Club of St. Louis only upon a determination that indemnification of the director or officer is proper because he or she has met the applicable standard of conduct set forth herein.

Such determination shall be made: (i) by the Board of Directors upon a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) a majority of directors who were not parties to such action, suit or proceeding so directs, by independent legal counsel in a written opinion.

Section 4.3

Expenses incurred by an officer or director of the Rotary Club of St. Louis in defending a civil or criminal action, suit or proceeding, may be paid by the Rotary Club of St. Louis in advance of the final disposition of such action, suit, or proceeding, as authorized in the manner set forth in Section 7 of this Article, upon receipt of a written promise by or on behalf of the director or officer to repay such amount in the event it shall ultimately be determined that he or she is not entitled to be indemnified by the Rotary Club of St. Louis under the provisions of this Article.

Section 4.4

The Rotary Club of St. Louis may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Rotary Club of St. Louis or serving at the request of the Rotary Club of St. Louis as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by serving in any such capacity or arising out of status as such whether or not the Rotary Club of St. Louis would have the power to indemnify his or her against such liability under the provisions of this Article.

Section 4.5

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, By-Laws, agreement, vote of disinterested directors or otherwise, both as to action in an official capacity and as to action in other capacity while holding such office. Any indemnification, whether required under this by-law or permitted by statute or otherwise, shall continue as to a person who has ceased to be a director, officer or employee and shall incur to the benefit of the heirs, executors, and administrators of such person.

Section 4.6

To the extent that the foregoing provisions concerning indemnification and liability conflict with any provisions under the Constitution of the Rotary Club of St. Louis, the said Constitution shall control.

Section 5. Attendance at Rotary Conferences and Meetings

Attendance at the following conferences and meetings is required of Club Officers as follows:

1. **Show Me Rotary Conference** – President-Elect & Secretary
2. **Large Club Conference** - President-Elect (if invited)
3. **District Conference** – President, President-Elect, and remaining officers if available
4. **International Convention** - President-Elect
5. **District Assembly** - President and President-Elect
6. **Other Conferences and Meetings** Individuals deemed necessary and approved by the Board of Directors.

Travel and expenses for the above-referenced officers and spouses shall be paid for by the Club for the Large Club Conference, the District Conference, and the International Convention. Travel expenses of officers will be paid for other conferences approved by the Board of Directors. The amount of reimbursement shall be set by the Board and approved as part of the Club budget.

ARTICLE 3: ANNUAL ELECTIONS

Section 1. Nominating Committee

The Nominating Committee shall consist of the immediate past President of the Club who shall also serve as chair of the Nominating Committee. Other members of the Nominating Committee shall be the current President and President-Elect of the Club, and two members at-large appointed from the general membership by the chair of the Nominating Committee.

Except for officers, no members of the Club may serve on the Nominating Committee two consecutive years.

At the fourth regular meeting of the Club in October of each year the chair of the Nominating Committee shall explain from the speaker's stand the election procedure and shall urge the members of the Club to suggest candidates for officers and directors. Within seven days

thereafter such suggestions may be submitted to any member of the Nominating Committee either orally or in writing.

At the second regular meeting in December of each year, the Nominating Committee shall report its nominations as follows: at least one candidate for the office of President-Elect, at least two candidates for each of the offices of active Vice-Presidents and Sergeants-at-Arms, and at least twice the number of candidates for directors as vacancies on the Board. Where the circumstances require the election of a President the committee shall also nominate at least one candidate for that office.

Section 2. Petition

After the slate of officers and directors is announced any ten members may submit challenges to the nominations by petition delivered to the President or Secretary by noon of the seventh day following the meeting at which the Nominating Committee has submitted its slate of nominees to the membership. If any candidate is running unopposed the ballot shall provide a provision for a “write-in” selection.

Section 3. Elections amended 10-25-23

The Rotary Club of St. Louis will modify our By-Laws to allow ‘electronic ballots’ as an option for voting on candidates to fill future open elected positions to include President - Elect, Active Vice-President, Sergeant at Arms, and Directors.”

Ballot Team context: we are not proposing a substitute to paper ballots; yet the option for membership to submit their vote electronically. We recognize the need to be flexible, yet this could allow for decreased costs to the Club, greater ballot response and willingness of a diverse candidate pool.

The two candidates receiving the highest number of votes for the offices of Active Vice-Presidents shall be declared elected.

The three (four in alternating years) candidates receiving the highest number of votes for the vacancies on the Board of Directors shall be declared elected for a term of two years.

In the case of a tie for any Officer or Director the election tellers shall advise the Board of Directors and a “run-off” election shall be held by ballot at the next regular Club meeting.

The result of the election shall be kept secret by the election tellers and made known only at the next Rotary meeting after the election.

The election process should be completed by the first regular Club meeting in February.

The ballots shall be destroyed by the election tellers after the expiration of one month. A record of the vote tally shall be kept by the club administrator for a period of one year in the event of a vacancy on the Board.

Section 4. Installation

The newly elected officers and directors shall be installed in office at the regular business meeting in July of each year.

Section 5. Vacancies

Except for the offices of President and President-Elect, vacancies in any office, or on the board of directors, shall be filled by the President and approved by the remaining members of the board either by:

- 1) Selecting from a panel consisting of the candidates defeated in the immediately preceding election, but in no event, shall the term of an officer or director so chosen by the Board extend beyond the next succeeding June, and/or:
- 2) Selecting from a panel consisting of the officers and/or directors elected at the annual meeting and appointing them to fill any such vacancy through the closest succeeding June, and thereafter to begin serving the term for which they were most recently elected.

Vacancies in the position of President shall be filled by the President-Elect (See Article 2, Section 3)

Vacancy in the position of President-Elect shall be filled by special election.

Section 6. Special Election

Following the annual elections as provided in Article 3, if the President-Elect cannot assume the office of President because of death, resignation or incapacity a special election shall be called by the Board of Directors. The most recently constituted Nominating Committee shall be reactivated by the Board of Directors. This committee shall present the proposed slate of candidate(s) to the membership. The special election will be conducted as provided in Article 3 Section 3 of the By-Laws.

ARTICLE 4: DUTIES OF OFFICERS

Section 1. The Board

The Board of Directors shall constitute the governing body of the Club whose decision in all matters shall be final subject only to an appeal to the Club. It shall have general control over all officers and committees and may, for good cause, declare any office vacant.

In the event the Board acts to approve a project in which the Rotary Club of St. Louis is involved through (i) the use of its name;(ii) financial support, (iii) or other forms of support will bind future Boards to continued support of such project the Board shall submit such project to the approval of the members of the Club prior to the implementation of such project. Approval shall be obtained by mailing a ballot to the entire membership after a description of the project has been mailed to each member at least ten (10) days before the ballot is mailed.

Appeal may be taken from any decision of the Board of Directors to the Club, and notice of such appeal shall be given by the Secretary to all members of the Club at least five (5) days in advance of the meeting at which such appeal is to be determined. Appeals of Board decisions shall be reviewed by a committee of the five most recent past-presidents willing to serve.

The Board shall keep a record of all its official acts and proceedings and make the record available to the Club membership. At the first annual meeting of the Board resolutions of the prior board shall be reviewed leading to the continuance or non-continuance of those resolutions.

The President shall annually appoint a committee of at least three members whose duties shall be to review the performance of the paid staff of the Rotary Club of St. Louis. The committee shall meet with the staff on an annual basis and make recommendations concerning the salaried staff to the Board of Directors. (See Article 15 Club Administrator)

Section 2. President

It shall be the duty of the President to preside at all meetings of the Club and of the Board of Directors and generally to supervise and direct, but not control, the work of committees and the activities of the Club and shall perform such other duties as ordinarily pertain to that office.

Section 3. President-Elect

The President-Elect shall attend meetings of the Board and as many meetings of committees as may be necessary to further prepare him or her for their ensuing term as President.

The President-Elect shall participate actively in affairs of the Club and shall assist the President in such specific functions as the latter may direct. In the absence, or at the request of the President, the President-Elect may preside over Club or Board meetings.

Section 4. Active Vice-Presidents

The two Active Vice-Presidents shall be assigned the duties of Treasurer and Secretary by the President and approved by the Board. In the absence of the President and President-Elect, the Active Vice Presidents may preside at meetings of the Club and the Board of Directors and perform such other duties as ordinarily pertain to that office.

Section 5. Secretary

It shall be the duty of the Secretary, in coordination with the Club Administrator, to keep safe custody of the Club's archives and property; keep a correct record of the minutes of each meeting of the Board of Directors and of the Club; and perform such other duties as are provided for in the By-Laws or prescribed by the Club or by the Board of Directors, and as otherwise shall ordinarily pertain to that office.

Section 6. Treasurer

It shall be the duty of the Treasurer, in coordination with the Club Administrator, to hold custody of all funds and securities, account for same to the Club at its annual meeting and at any time upon demand of the Board of Directors. The Treasurer shall perform such other duties as ordinarily pertain to the office or as prescribed by the Board or by the By-Laws. On retirement from office the Treasurer shall turn over to their successor, or to the President, all books of account and funds in their possession belonging to the Club.

It is assumed no bond will be required of the Club. If such action should take place, the Board of Directors will pass an action which may require a minimal salary of \$1.00.

Section 7. Immediate Past-President

It shall be the duty of the immediate Past-President to serve as the chairperson of the Nominating Committee and to perform such other duties as may be requested by the President.

Section 8. Sergeant-at-Arms

It shall be the duty of the Sergeant-at-Arms to announce visiting Rotarians and guests at Club meetings. The Sergeant-at-Arms shall also perform such other duties as may be requested by the President.

ARTICLE 5: MEETINGS

Section 1. Regular

The regular meetings shall be held every Thursday from 12:00 to 1:00 P.M. unless otherwise specified by the Board of Directors. While attendance at Club meetings is encouraged the St. Louis Rotary Club places more value on a member's participation and engagement in Club service/social activities. Members are expected to volunteer for Club service activities as their time permits.

Section 2. Business

The regular meeting on the first Thursday of each month shall be a business meeting.

Section 3. Annual

Each year there shall be the annual meeting of this Club for the transaction of business, the election of Officers and Directors, and to provide an update to members on the Club operations/finances. The timing of the meeting shall be as determined by the Board in consultation with the Program Committee Chair.

Section 4. Quorum

Twenty-five per cent (25%) or more of the total Club membership shall constitute a quorum for the transaction of business at any Club meeting. A majority of the Board shall constitute a quorum for the transaction of business at any Board meeting.

Section 5. The Board

The regular meetings of the Board of Directors shall be held monthly on the day of the week at the time and place as determined by the Board of Directors. Special meetings of the Board shall be called by the President whenever deemed necessary, or whenever requested by two members of the Board. At least twenty-four (24) hours' notice of all regular meetings by telephone or otherwise, and two days' notice by mail, telephone or otherwise of special meetings, shall be given by the Secretary to the members of the Board.

ARTICLE 6: MEMBERSHIP

Section 1. General Qualifications

The Rotary Club of St. Louis desires to be a strong and growing Club therefore, it is the responsibility of all members to seek and invite prospective members to the Club. Prospective members shall be a person of good character, willing to serve in their community, and have a good business, professional and/or community reputation, and

1. Be engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business of profession; or
2. Hold any important position in any worthy and recognized business or profession of any branch or agency thereof and having executive capacity with discretionary authority; or
3. Be retired from any position listed in sub-sections 1 or 2 above: or
4. Be a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary; or
5. Have the status of a Rotary Foundation Alumnus (i.e. Ambassadorial Scholar, GSE team member, etc.) and
6. Have their place of business or residence located in the locality of the Club or the surrounding area

Section 2. Types of Membership

This Club shall have four types of membership: Active, Corporate, Senior Active, Young Professional, and Honorary.

(a) **Active Membership:** A person possessing the qualifications set forth in Article 6 Section 1 may be elected to membership. An Active member shall have the full privileges of membership set forth in these Bylaws.

Senior Active Membership (Rule of 85): Any member of the Club whose aggregate of years of age and years of membership, in one or more Rotary Clubs, is 85 or greater can apply for Senior Active Membership, as described in Article 12, Section 3b of the Club Constitution may, on their own application, become a Senior Active Member of the Club by notifying the secretary in writing of the intent to do so. Thereupon, at its next regular meeting the Board of Directors shall determine his/her qualifications, and if they are qualified under the Constitution, shall adopt a resolution declaring the individual to be a Senior Active member. Senior Active Members are excused from attendance and shall not be required to pre-pay for Club meals. Senior Active Members shall have the full privileges of membership set forth in these Bylaws.

(b) **Young Professionals:** A person under the age of 40 possessing the qualifications set forth in Article 6 Section 1 may be elected to membership. A Young Professional member shall have the full privileges of membership set forth in these By-Laws.

(c) **Honorary:** The names of persons eligible as Honorary Members under Article 10: Section 6 or the Club Constitution may be submitted at any time to the Board of Directors in writing by any active member of the Club. Thereupon, at its next regular meeting, the Board of Directors shall determine the qualifications and the right of the person proposed to membership. Honorary members are non-voting and may not participate in the business of the Rotary Club.

(d) **Corporate:** The main contact is the member and can serve on the board, will be in the directory. This will include meals billed with the membership fee. The main contact can send someone in their place to attend the lunch meetings in their place.

Section 3. Election of Members

(a) Any member desiring to propose another for membership shall fill out, sign as sponsor, and file with the Club Administrator or in his/her absence the Club Secretary, a new member application containing the name, business address, residence, the business or profession of the proposed new member, the particular classification or line of business, under which the propose may qualify, which classification shall constitute at least 60 per cent of their business activity, the name of their firm or the corporation of which they are an officer or by whom the individual is employed and their official position therein.

(b) Upon receipt of such application, the Club Administrator, Membership Chair or in

his/her absence the Club Secretary shall transmit the same to the Classification

Committee. The committee shall first determine what the proper classification is for the proposed firm or individual and whether or not that classification is open.

- (c) Having identified a proper Classification, the Classification Committee shall further investigate the character, business, social standing and general eligibility of the person proposed for membership and shall determine whether the proposed member represents the best available applicant to fill such classification.
- (d) Upon approval of the Classification committee, the Club Administrator, or in his/her absence, the Club Secretary shall send a notice of membership, which shall set forth each proposed new member's name, proposed classification, the name of the firm or corporation, if any, their official title therein, and the name of the individual's sponsor, by first class United States mail or by electronic transmission to each member in substantially the following form:

STRICTLY CONFIDENTIAL

NOTICE AND REPLY

Notice is hereby given that the Membership Committee has recommended the following proposals for membership in the Club: Members are hereby requested to communicate in writing with the Board of Directors any information they may have for or against the proposals on or before (date). Please do not contact any individual here proposed until after his or her status has been fully determined.

At the end of the time specified in the membership letter, the Club Administrator or in his/her absence the Club Secretary shall submit the name of the proposed new member, together with all comments received in reply to the letter to the Board of Directors as provided below.

- (e) Upon receipt of the report, the Board shall take a separate ballot on each admission to membership. Upon approval of the Board, the proposer shall be notified, and the prospective member invited to join the Club.

ARTICLE 7: CLASSIFICATION

Section 1. Purpose and Definition

- (a) All members, except Honorary members, of this Club, shall be classified in accordance with their respective businesses or professions, and they must be personally and actively engaged therein within the territorial limits of this Club.
- (b) The classification of each active member shall be that which covers at least 60% of the principal and recognized activity of the firm, company or institution with which they are connected, or if independently engaged in a business or profession, their classification shall be that which covers at least 60% of the individual's principal and recognized business or profession.
- (c) New members that have retired from active employment shall be classified as "Retired – Previous Vocation" with previous vocation being their work when last employed.

ARTICLE 8. FEES AND DUES

Section 1. Initiation

The initiation fee of every new member, not presently a member in good standing in another Rotary Club, shall be defined in Appendix and shall be payable after his or her election and prior to the initiation into the St. Louis Rotary Club.

Members in good standing of another Rotary Club transferring their membership to the St. Louis Rotary shall not be required to pay an initiation fee. The Board, at its discretion, may waive initiation fees for Club transfers, reinstatements, or other circumstances.

Section 2. Dues

Membership dues shall be as listed in the Appendices attached to these By-Laws.

Dues are billed quarterly and are payable in advance on July 1, October 1, January 1, and April 1, in installments. New members shall pay the pro rata portion of their dues counting the month in which they are elected a full month.

Section 3. Lunch Fees and Their Waiver

The Board of Directors shall establish and regulate the application of any lunch fee or lunch charge. Lunch fee means the charge for luncheon meetings, as payable as determined by the Board of Directors. The Current lunch fees shall be as listed in the appendices attached to these By-Laws.

Lunch fees are prepaid and are included with the quarterly dues billing, with an option to pay as you go. Corporate membership lunch must be included in dues.

The Board of Directors, at its discretion, may permit the credit of a member's account for (i) an extended continuous leave of absence, or (ii) illness preventing attendance where such respective condition extends for at least a three-month period. The credit may be extended for the total time of absence or the total time of illness. In the event of a death of a member a full refund of the unused lunch fee shall be made to a spouse, estate or company, as requested. The Board of Directors shall review annually the status of all members excused from paying the prescribed lunch fee.

Section 4. Changes to Fees and Dues

The Board of Directors may recommend a change in the amount of the Dues and/or initiation fee and submit the change to the membership for consideration at any regularly scheduled meeting of the Club, provided that one-month prior notice has been given either by mail or printed in the Club's weekly publication. A simple majority of members present can approve the change.

Section 5. Resignations and Refunds

A Club member wishing to resign must notify the Club by letter or email as outlined in the Club Constitution Section 8. If the member notifies the Club administrator within two weeks of the billing they wish to resign from the Club, the board will review the request immediately and will consider the retraction of the dues and meals invoice. Once the two weeks have passed from the date of the invoice members will owe for the full Dues payment and no refund will be considered even if a resignation takes place during that quarter. Any unused portion of the meal prepayment will be considered separately and refunded if possible.

Rotarians who resign from the Club will be considered members until the end of the quarter in which they have paid their dues. They will be terminated from Club rolls on the day following the last day of the quarter.

Rotarians who have an account past due by one quarter will be referred to the Board for potential action as outlined in the Club Constitution Section 3.

ARTICLE 9. LEAVE OF ABSENCE

Upon written application, the Board of Directors, for good and sufficient cause, may grant a leave of absence, excusing a member from attending the meetings of the Club for a specified length of time; provided, however, this leave of absence shall not excuse from attending, where circumstances permit, Rotary meetings elsewhere.

ARTICLE 10. VOTING

All business shall be transacted via voice vote, except as herein otherwise provided. Proxies shall not be recognized.

ARTICLE 11. FINANCES

Section 1. Responsibility

The Club Treasurer shall be responsible for the Club finances. Funds received by the Club shall be deposited into separate bank accounts as selected by the Board of Directors. One bank account shall be maintained for Club operations. A separate account will be maintained for charitable contributions. Under the direction and supervision of the Treasurer, the Club Administrator may receive and deposit all funds of the Club.

Section 2. Budget Preparation

Prior to the beginning of each fiscal Year, the President-Elect, with the assistance of the President, current Treasurer and incoming Treasurer, shall prepare a budget of estimated income and expenditures for the fiscal year. This budget shall be submitted for approval by the Board at the regular Board meeting in July. The approved budget shall stand as the limit for expenditures for purposes specified therein, unless otherwise authorized by action of the Board.

Section 3. Payment of Bills

All bills, demands or rights to funds shall be approved by the Treasurer and authorized by the Board of Directors before payment. All checks must have two signatures prior to payment.

Authorized signers shall be Club Treasurer, Club President, Club President-Elect, and Club Secretary. Signature Cards shall be prepared by Club Treasurer, or Club Administrator in June for the beginning of the next fiscal year. Expenses incurred by Club Rotarians shall be submitted for reimbursement on expense vouchers and accompanied by receipts. No indebtedness shall be incurred unless the funds for the payment thereof shall be in the current budget of the Club or unless prior authorization has been obtained from the Board.

Section 4. Financial Review

A thorough review by a certified public accountant or other qualified persons approved by the Board of Directors shall be made at least once each year within three months after the end of the fiscal year. All of the Club's financial transactions and reports thereof shall be made to the Club.

Section 5. Bond

Officers having charge or control of assets shall give bond, as may be required by the Board of Directors, for the safe custody of the assets of the Club. The cost of bonds are to be borne by the Club.

Section 6. Fiscal Year

The fiscal year of the Club shall run from July 1 to June 30 and for the collection of dues and payment of per capita tax and magazine subscriptions to Rotary International each fiscal year shall be divided into two semi-annual periods running from July 1 to December 31 and from January 1 to June 30.

ARTICLE 12. CONTRIBUTIONS AND SOLICITATIONS

Contributions made by the Club shall be approved through a Grant process. All Grant requests shall be vetted by the Community Service Committee and sent to the Board for approval.

While the Club encourages the exchange of goods and services amongst its members, members are asked to refrain from soliciting contributions from any member at any meeting. As the Club identifies worthy causes, members may be asked to make voluntary contributions during Club meetings. Nothing herein shall be construed to prevent any member from explaining the needs of any worthy cause and suggesting private voluntary subscriptions from members.

ARTICLE 13. COMMITTEES

Section 1. Standing Committees

- (a) The President shall, subject to the approval of the Board of Directors, appoint a chairperson, or co-chairpersons, for the following standing committees:

Bowling League	Golf Tournament	
Classification	Greeters	Orientation
Community Service	Inter City	Program
Conference	International Foundation	Publicity
Endowment Fund	Membership	Social
Finance	Membership Retention	Tennis/Pickleball
Fundraising/All in One	Music	Welfare Fund
Golf	New Generations	

- (b) The President, with the approval of the Board, may enact and appoint additional committees they deem necessary for the internal administration of Club affairs. Likewise, the President, with approval of the Board, may disband a committee that no longer serves the internal administration of Club affairs.
- (c) The President shall be ex-officio member of all standing committees.
- (d) An advisory committee of all Past Presidents may be convened to address specific problems or matters of Club policy.

Section 2. Financial Authority

Each committee shall transact such business as is delegated to it by the President or the Board of Directors. Except where special authority is given by the Board of Directors, such committees shall not take any financial action until a report has been made and approved by the Board.

Section 3. Board Liaison

The President may appoint a member of the board as a liaison to any committee which requires close interaction with the Board for conducting operations of the Club.

Section 4. Responsibilities

The responsibilities of the various Club committees shall be as follows. These may be updated by the president and the board as necessary for the operation of the Club.

- (a) Bowling League. To widen acquaintance and promote good-fellowship by means of bowling.
- (b) Community Service. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their community relationships; and shall supervise and co-ordinate the activities of the Welfare and Public Affairs Committees and other committees which may be appointed on phases of Community Service.
- (c) Conference. The Convention and Conference Committee shall promote the District Conference and annual Rotary International Convention and encourage attendance by Club members.
- (d) Endowment Fund. The Endowment Committee shall manage the Funds for the Club Permanent Fund and review request for funding from Club members.
- (e) Finance. The Finance Committee shall consist of the Treasurer and not less than three other members, whose duty it shall be to closely scrutinize all matters involving Club funds and to guide the Club in financial matters along sound efficient lines of good business.
- (f) Fundraising/All in One. The Fundraising Committee (formerly the All In One Fund) shall be responsible for raising the money which the Community Service/Major Project Committee will use for our own major project and possible funding of local St. Louis area charities. Funds are also collected for The Rotary International Foundation, 8th Grade Awards, and the Police Officer Award.

- (g) Golf. The Golf committee shall arrange golf outings at area golf courses to widen acquaintance and promote good fellowship by means of outdoor sports.
- (h) Golf Tournament. The Golf Tournament committee shall arrange an annual spring golf outing to raise funds for the Club's community and international service efforts.
- (i) Greeters. This committee shall promote acquaintance and friendship among the members. Members volunteer weekly to greet fellow Rotarians at the parking table or doorways.
- (j) Inter-City. The Inter-City Committee shall promote and coordinate activities with other metropolitan area clubs and promote attendance at the monthly Inter-City meetings. The objective of the Inter-City meetings is to promote fellowship among the many Rotary Clubs located in the greater metropolitan St. Louis area.
- (k) International Foundation. The International Foundation Committee shall promote Rotary International programs within the Rotary Club of St. Louis. These include the Ambassadorial Scholarships, Group Study Exchange, Youth Exchange Program, Matching Grants program and encouraging members to become Paul Harris Fellows by contributing \$100.00 a year for ten years to the International Foundation.
- (l) Membership: The purpose of the Membership Development Committee is two-fold. With the help of our club members, we recruit and orient new members into the Rotary Club of St. Louis and the work of Rotary International. We also have the responsibility of helping all our members to remain interested in the work of Rotary through our efforts in retention and fellowship.
- (m) Music. To take charge of group singing at weekly meetings of the Club.
- (n) New Generations. The New Generations committee shall provide and facilitate partnerships with the business and service leaders of tomorrow across St. Louis and engage younger people to become part of the Rotary community. The committee shall create opportunities for joint service projects with our Rotaract clubs
- (o) Old Newsboys Day. The committee shall coordinate and encourage Club members participation in Old Newsboys in November each year
- (p) Orientation. The committee initially meets with new members to assist them with the logistics of Club meetings and the use of the Club online data base.
- (q) Program. This committee shall prepare and arrange the programs for the regular meetings of the Club. In addition to arranging for speakers, our monthly chairs solicit

participation from the membership to participate at the meetings as invocators, scribes, and introducers.

- (r) **Publicity.** This committee shall devise and carry into effect plans to bring about a better understanding of the Rotary movement by the public generally and shall devise and carry into effect plans which will tend to secure proper publicity for Rotary, in general, and the Club, in particular.
- (s) **Social.** To promote fellowship among the members.
- (t) **Tennis.** To widen acquaintance and promote good fellowship by means of outdoor sports.
- (u) **Welfare Fund.** The Welfare Fund shall manage the Funds for the Club annual giving and shall review request for funding from Club the Community Service Committee

ARTICLE 14. OFFICIAL PUBLICATION

Section 1. The Pepper Box

The Official Publication of the St. Louis Rotary Club shall be known as THE PEPPER BOX. It shall be published weekly by an editor appointed by the President. The subscription price is included in the members' dues and will be delivered electronically by email. Acceptance of active membership in this Club shall be a declaration by such member that they voluntarily become a bona fide subscriber to said publication.

Section 2. Notices

All notices, resolutions, amendments under the Club's Constitution or these By-Laws or otherwise required to be given or furnished members, shall be published in THE PEPPER BOX, and such publication for the proper length of time shall be deemed full and sufficient compliance with said requirements.

ARTICLE 15. CLUB ADMINISTRATOR

Section 1. Duties

A Club Administrator may be appointed by the President subject to the approval of the Board of Directors. Such Administrator shall devote their time to the service of the Club and work under the immediate direction of the President and shall be available for all meetings of the Club and the Board of Directors. The Club Administrator shall have the responsibilities as set forth in the appendices contain herein.

Section 2. Salary

The salary of the Club Administrator shall be fixed by the Board of Directors, and the Club Administrator may be required to give bond (premium to be paid by the Club) in the sum, and with such security, as may be required by the Board of Directors.

Section 3. Club Membership

The Club Administrator may or may not be a member of the Club, and if a member, may not be required to pay dues at the discretion of the Board of Directors. The Club Administrator, and other regularly paid employees of the Club, shall not be eligible to serve on the Board of Directors.

Section 4. Performance Review

The President annually shall appoint a committee of at least three members whose duties shall be to review the performance of the paid staff of the Rotary Club of St. Louis. The committee shall include the President, who will serve as the chairperson, the President-Elect, and a Club member at large. The committee will make recommendations concerning the performance of the salaried staff to the Board of Directors.

ARTICLE 16. PARLIAMENTARY PROCEDURES

The most recent edition of *Roberts' Rules of Order* shall guide all proceedings except when inconsistent with the laws of the State of Missouri, the Articles of Incorporation or the By-Laws of the Rotary Club of St. Louis.

ARTICLE 17. AMENDMENTS

These By-Laws may be amended at any regular meeting of the Club, a quorum being present, by a two-thirds vote of all members present, provided that a copy of such proposed amendment, together with notice of the meeting at which same shall be voted on, shall have been provided to each member at least ten days before such meeting.

Appendix 1. Dues and Lunch Fee 1-1-24, Revised 6-19-25

Section 1. Initiation.

The initiation fee of every regular new member shall be \$300 and those 40 and under \$150.00 payable after his or her election, and prior to the initiation into Rotary Club of St.

<https://www.dacdb.com/SecLogin3.cfm>Louis (Club11) *unless waived by the Board of Directors (currently waived).*

Section 2. Dues.

Membership dues shall be as follows:

- (a) Active/Regular members, \$680 annually/ quarterly\$170
- (b) Senior Active Rule of 85 \$310 annually/quarterly\$77.50
- (c) Young Professional, \$380 annually (40 and under)/95.00
- (d) Satellite/Civilian Club Member, \$178 per year
- (e) Corporate dues, \$680 billed annually only

Dues are billed quarterly and are payable in advance on July 1, October 1, January 1, and April 1, in installments. New members shall pay the pro rata portion of their dues counting the month in which they are elected a full month.

Section 3. Lunch Fees. The Current lunch fees are as follows:

- (a)Active member/Young Professionals, billed quarterly if including meals with dues \$1,000 per annual, billed quarterly. ($20 \times 50 = \$1,000$) or you can pay as you go option at \$28 per lunch.
- (b)Senior Active Member (rule of 85), \$28 paid weekly.
- (d)Satellite/Civilian Club Member, \$28 paid weekly.
- (e)Corporate member meals are billed annually only at \$1,000.
- (e) Guests, \$28 paid at the door.
- (f) Prospective members are allowed two complimentary lunches.

Appendix 2. Duties of the Club Administrator

A Club Administrator may be appointed by the President as set forth in Article 15 of these By-Laws. The Club Administrator shall have the following responsibilities:

- (a) Assisting the Club President in fulfilling their duties.
- (b) Working closely with the President Elect prior to that term of office, providing information on appointments and schedules.
- (c) Supporting the work of the Board and major Club Committees, i.e.: preparing the meeting agenda and minutes.
- (d) Maintaining Club records, database, financial reports, files, attendance records and reports related to the Club, District and Rotary International.
- (e) Collecting all monies i.e., dues, meals, special events, donations, etc.
- (f) Handling Club monies for deposit and withdrawal.
- (g) Managing the financial records of the Club under the direction of the Club Treasurer.
- (h) Coordinating all the elements needed for the weekly Club luncheon meeting and special events, i.e., meeting agendas, coordination with Missouri Athletic Club.
- (i) Preparing and publishing weekly newsletter for mailing and electronic distribution.
- (j) Managing and updating Website as needed.
- (k) Providing regular communication to Club members from Club officers, Board Members, and Committee Chairs.
- (l) Attending major Committee meetings as directed by the Club President.
- (m) Perform other duties as assigned by the Club President and/or the Board of Directors.

Appendix 1 Dues and Lunch Fee (Effective -7-1-2025)

Increased the meal costs

6-19-25

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Membership descriptions below

- (a) **Active/Regular Membership:** A person possessing the qualifications set forth in Article 6 Section 1 may be elected to membership. An Active member shall have the full privileges of membership set forth in these Bylaws.

- (b) **Senior Active Membership (Rule of 85):** Any member of the Club whose aggregate of years

of age and years of membership, in one or more Rotary Clubs, is 85 or greater can apply for Senior Active Membership, as described in Article 12, Section 3b of the Club Constitution may, on their own application, become a Senior Active Member of the Club by notifying the secretary in writing of the intent to do so. Thereupon, at its next regular meeting the Board of Directors shall determine his/her qualifications, and if they are qualified under the Constitution, shall adopt a resolution declaring the individual to be a Senior Active member. Senior Active Members are excused from attendance and shall not be required to pre-pay for Club meals. Senior Active Members shall have the full privileges of membership set forth in these Bylaws.

- (c) **Young Professionals:** A person under the age of 40 possessing the qualifications set forth in Article 6 Section 1 may be elected to membership. A Young Professional member shall have the full privileges of membership set forth in these By-Laws.
- (d) **Honorary:** The names of persons eligible as Honorary Members under Article 10: Section 6 or the Club Constitution may be submitted at any time to the Board of Directors in writing by any active member of the Club. Thereupon, at its next regular meeting, the Board of Directors shall determine the qualifications and the right of the person proposed to membership. Honorary members are non-voting and may not participate in the business of the Rotary Club.
- (e) **Satellite/ St. Louis Civilians:** The Rotary Club of St Louis Civilians, or "The Civilians Club" as most people call us, is a smaller, group of Rotarians who meet in the evenings and weekends typically to allow our members the ability to be a part of Rotary while also balancing their daily jobs. Our club is devoted to helping local nonprofits and charities either through direct service projects or by providing small donations. We encourage all our members to pursue projects that are meaningful to them, to bring them to the group for support, and to give members a sense of ownership. More importantly, we plan social events and gatherings on a frequent basis to keep the "fun" aspect thriving in the Club. Our projects keep in alignment with the greater goals and focus areas of Rotary International. One of our members says, "Simply put, we like to **do good and have fun.**"
- (f) **Corporate Membership:** is a prepay membership only. Only the main member can serve on committees and can be an officer and who is the one listed in the directory. Other members of the corporation can attend in the main members place and attend Rotary Events and functions.