

**By-Laws of the**  
**PARK CITY TWILIGHT ROTARY CLUB**  
**(Rotary Club of Park City, Twilight)**

**AMENDMENT**

WE HEREBY CERTIFY that the foregoing is the original, true and correct copy of the By-Laws of Park City Twilight Rotary Club amended and approved by the Board on the \_\_\_\_\_ day of \_\_\_\_\_ 2024.

**Article I: Election of Directors and Officers**

SECTION 1 – At a regular meeting between February 1 and May 31 of each year, the board of directors shall propose a slate of Officers and Directors to the membership for approval. The slate will include President-elect, Secretary, and Treasurer as officers, and the chairs of the Foundation and Membership committees as Directors. A majority vote of members present will affirm or amend the slate as presented.

Additional chairs may be proposed by the board at its discretion. Unless otherwise determined by the Board of Directors (Board), these additional committee chairs will not be considered Directors and will not have a position on the Board.

SECTION 2 – The Officers and Directors so elected, together with the immediate past president and president shall constitute the Board.

SECTION 3 – A vacancy in the Board shall be filled by action of the remaining members of the Board.

SECTION 4 – A vacancy in the Board of any Officer-elect or Director-elect shall be filled by action of the remaining members of the Board-elect.

**Article II: Board of Directors**

SECTION 1 – The governing body of this club shall be the Board, elected in accordance with Article I, Section 1, of these by-laws.

**Article III: Duties of Officers and Directors**

SECTION 1 – *President.* It shall be the duty of the president to preside at meetings of the club and Board and to perform such other duties as ordinarily pertain to this office.

SECTION 2 – *President- Elect*. It shall be the duty of the president-elect to preside at meetings of the club and Board in the absence of the president and to perform such other duties as ordinarily pertain to this office.

SECTION 3 – *Secretary*. It shall be the duty of the secretary to keep the records of the membership, record the attendance at meetings, send out notices of meetings of the club, Board, and committees, to record and preserve the minutes of such meetings, make the required reports to Rotary International, including the reports of membership, which shall be made in accordance with current Rotary guidelines, and to remit to Rotary International the subscriptions to the ROTARIAN, and perform such other duties as usually pertain to this office.

SECTION 4 – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for the same to the club annually and at any other time upon demand of the Board and to perform such other duties as pertains to this office. Upon retirement from office, the treasurer shall turn over to the successor or to the president all funds, financial documents, and any other club property.

SECTION 5 – *Past President*. It shall be the duty of the past-president to preside at meetings of the club and Board in the absence of the president and president-elect and to perform such other duties as ordinarily pertains to this office.

SECTION 6 – *Membership Director*. It shall be the duty of the membership director to guide prospective members from interest expressed through the application process. The membership director will inform prospective members of membership options and will perform such other duties as usually pertain to this position.

SECTION 7 – *Foundation Director*. It shall be the duty of the foundation director to devise and carry into effect plans to guide and assist the members of this club in discharging their responsibilities to the Rotary Foundation. The foundation director shall be responsible for the Rotary Foundation activities of the club, shall supervise and coordinate the work of any committees, and perform such other duties as usually pertain to this position.

#### **Article IV: Meetings**

SECTION 1 – *Regular Meetings*. The regular meetings of this club shall be held on the first and third Wednesday of each month at 6:00 PM. The first 30 minutes will be informal time to socialize with official club business addressed from 6:30 to 7:30. Notice of any changes in or canceling of the regular meetings shall be given to all members of the club.

SECTION 2 – *Quorum of Membership*. One-quarter of membership shall constitute a quorum at regular meetings of the club. In the event a club vote is needed, and a quorum is not present, the presiding officer will table the item needing a vote, until the next regular meeting when a quorum is present.

SECTION 3 – *Board Meetings*. Regular Board meetings shall be held at least once per quarter. Special Board meetings shall be called by the president, whenever deemed necessary, or upon the request of two members of the Board, due notice having been given.

SECTION 4 – *Quorum of the Board*. A majority of the Board members shall constitute a quorum of the Board.

SECTION 5 – *Board Action*. Board members may be polled by telephone, email, or computer polling software in the event that a decision must be made prior to the next regularly scheduled Board meeting, or in the event that a quorum cannot be obtained at a regular Board meeting.

#### **Article V: Membership Application Process**

SECTION 1 – The membership application process shall be determined by the Board under the leadership of the membership director. The application process will be reviewed annually to ensure it complies with guidelines of Rotary International and is adapted to the current needs of the club.

SECTION 2 – Following the member’s completion of the membership application form, the club secretary shall report the name to Rotary International, following the current Rotary membership procedures. If the applicant is rejected by Rotary International, the applicant shall be notified by the secretary.

SECTION 3 – The member shall be formally introduced as a new member at the following regular meeting of the club.

#### **Article VI: Membership**

SECTION 1 – *Individual Membership*. The Park City Twilight Rotary Club accepts new members who have successfully completed the application process and paid their 1<sup>st</sup> biannual dues.

SECTION 2 – *Family Memberships*. One or more family members of a Park City Twilight Rotary Club member may join the Rotary Club through the standard application process, but at a reduced rate. A family member is defined as a spouse, partner, parent, or child of the primary Rotarian. Family members will have the same status, benefits, and voting rights as the primary member, however each additional family member will pay a reduced rate. Refer to Exhibit A for Dues.

SECTION 3 – *Business Memberships*. A business may purchase a membership to allow one or more of their employees to attend meetings, projects and events on behalf of the business as a member of the Park City Twilight Rotary. Each business membership will have the same status, benefits, and voting rights as an individual member, however it may rotate the individual who represents the business at each meeting if it so chooses. Businesses may also add employee spots to their membership, with each additional employee spot paying a reduced rate. Refer to Exhibit A for Dues.

#### **Article VII: Membership Dues**

SECTION 1 – The Park City Twilight Rotary Club is a membership organization and there are member dues necessary to cover the cost of club operations, the ROTARIAN magazine, the Rotary foundation, and district and Rotary International dues. **Refer to Exhibit A for applicable dues and schedule.**

SECTION 2 – Individual Membership Dues. Individual Membership dues are set annually, with 50% due each six months. Membership in the Park City Twilight Rotary Club may be terminated if dues are not received within 45 days.

SECTION 3 – Family Memberships. One or more family members of a Park City Twilight Rotary Club Individual member may join the Rotary Club through the standard application process, but at a reduced annual rate with 50% due each six months. Family members will have the same status, benefits, and voting rights as a full paying member, but only a single subscription of the ROTARIAN will be sent to the family. If the primary, full paying, family member should leave the club, one or more of the remaining family members must become a full paying Rotarian so as to comply with the family membership guidelines starting with their next quarterly payment.

SECTION 4 – Business Memberships. A Business may have one or more of their employees become a member(s) of the Park City Twilight Rotary Club through the standard application process. The initial member will have their standard fees, paid through the business annually, with 50% due each six months. Additional employees of the business can join at a reduced rate annually, with 50% due each six months. All business members will have the same status, benefits, and voting rights as a full paying member but only a single subscription of the ROTARIAN will be sent to the business.

#### **Article VIII: Reinstatement of Canceled Membership**

Park City Twilight Rotary’s success will be through its member’s year-round participation. Therefore, seasonal or partial year memberships will not be allowed. Memberships that are canceled by the member, OR by the Club for non-payment, during the course of the year must complete the following process for reinstatement:

- A. Submit a new membership application including a written letter explaining the reason for cancellation and the reason reinstatement is being requested to the Board for approval.
- B. If reinstatement is approved by the Board, the member may be asked to make a reparation payment as determined by the board in addition to the current dues payment. The reparation payment may be no more than the dues owed in two quarters of the annual dues.

Members of the Park City Twilight Rotary may request a leave of absence at any time, for work, medical, or other personal reasons. Although there is no formal attendance requirement, it is requested that any prolonged leave of absence is communicated to the Board so that the club can plan accordingly. While on a leave of absence, the member must pay and stay current on all club dues.

#### **Article IX: Method of Voting**

The business of this club shall be transacted by voice vote unless one or more members request a ballot vote.

## **Article X: Areas of Service and Committees**

SECTION 1 - The Board shall appoint committees as needed. Each committee shall transact such business as delegated to it by the Board. Except where special authority is given by the Board, committees shall not take action until a report has been made to the Board and approved by the Board.

## **Article XI: Finances**

SECTION 1 – The Treasurer shall deposit all funds of the club in a bank to be named by the Board.

SECTION 2 – All activities that include expenditures of club funds over \$250 shall be approved by the Board.

SECTION 3 – Approval by the Board of a financial budget for an activity shall constitute approval by the Board of each expenditure in the budget.

SECTION 4 – All bills shall be paid only as authorized by the President, President-Elect, Secretary, or Treasurer.

SECTION 5 – All club checks greater than \$1000 must be initialed by the person overseeing the expenditure and signed by two authorized Club Officers, one of which shall be the club Treasurer.

SECTION 6 – All cash received by any club member, included but not limited to, donations and gratitude bucks, should be confirmed by documentation of one or more Board members. This documentation can be as simple as the Board member signing a receipt indicating the amount received and given to the Treasurer for deposit.

SECTION 7 – Officers having charge or control of funds may give bond as may be required by the Board for the safe custody of the funds of the club, cost of bond to be borne by the club.

SECTION 8 – The fiscal year of the club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>, and for the collection of members' dues shall be divided into two bi-annual periods extending from July 1<sup>st</sup> to December 31<sup>st</sup>, January 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1<sup>st</sup> and December 31<sup>st</sup> of each year on the basis of membership of the club on those dates.

SECTION 9 – At the beginning of each fiscal year, the board shall prepare or cause to be prepared a budget of estimated income 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 10 – TAX STATUS**

- A. The Club Board may decide at any time to maintain a tax-exempt (501c3) foundation or participate with a separate tax-exempt (501c4) foundation. If the club maintains its own foundation, the Fundraising Committee, has the responsibility, with assistance from the Treasurer, to ensure that the foundation has properly filed with the Internal Revenue Service (IRS) to seek tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

- B. All charitable donations to the Club shall be deposited into a separate account or recorded and booked as funds separate from general club funds.

#### **Article XII: Conflict of Interest**

Board of Directors Responsibility: Park City Twilight Rotary, being a community service organization, depends on the talents, avocations, and vocations of its members to provide management and project expertise, business and financial services, marketing and promotional services, and community involvement. These activities at one time or another can result in a conflict between the organization's goals and objectives and those of specific members. These conflicts of interest are normally benign but on occasion can (i) reflect badly on the organization; (ii) result in a member's personal gain; or (iii) constitute a threat to the organization's federal and state not for profit and tax-exempt status. The Board has an affirmative duty to develop policies and programs that will identify and prevent conflicts of interests from becoming deleterious to the organization.

#### **Article XIII: Resolutions**

The club shall consider no resolution or motion to commit this club on any matter until the board has considered it. Such resolutions or motions, if offered in a club meeting, shall be referred to the Board without discussion.

#### **Article XIV: Order of Business**

The suggested order of business shall be as follows.

- Meeting Called to Order
- Welcome Message
- Introduction of Visiting Rotarians/Guests
- Gratitude Bucks
- Correspondence and Announcements
- Committee Reports
- Any Unfinished Business
- Any New Business
- Address or other Program Feature
- Adjournment

#### **Article XV: Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided a notice of such proposed amendment shall have been transmitted to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the constitution and bylaws of Rotary International.

**EXHIBIT A - ANNUAL DUES AND SCHEDULE**

Dues are invoiced on July 1 and January 1

<b>Individual Membership .....</b>	<b>\$500</b>
<b>Family Memberships .....</b>	<b>\$500</b>
<b>Each Additional .....</b>	<b>\$400</b>
<b>Business Memberships .....</b>	<b>\$500</b>
<b>Each Additional .....</b>	<b>\$400</b>