

The
Constitution

and
By-Laws

of the
Cookeville Rotary Breakfast Club

of
Cookeville, Tennessee, USA

CONSTITUTION
of the
Cookeville Breakfast Rotary Club

ARTICLE I. DEFINITIONS

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A member of this club's Board of Directors
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International
6. Year: The twelve-month period which begins on 1 July.

ARTICLE II. NAME

The name of this organization shall be Rotary Club of Cookeville Breakfast

ARTICLE III. LOCALITY OF THE CLUB

The locality of this club is as follows: the town of Cookeville and Putnam County, Tennessee, USA

ARTICLE IV. OBJECT

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

ARTICLE V. MEETINGS

Section 1 - Regular Meetings.

(a) Day and Time. This club shall hold a regular meeting once each week on the day and at the time provided in the bylaws.

(b) Change of Meeting. For good cause, the board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

(c) Cancellation. The board may cancel a regular meeting if it falls on a legal holiday or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.

Section 2 - Annual Meeting. An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

ARTICLE VI MEMBERSHIP

Section 1 - General Qualifications. This club shall be composed of adult persons of good character and good business and professional reputation.

Section 2 - Kinds. This club shall have two kinds of membership, namely: active and honorary.

Section 3 - Active Membership. A person possessing the qualifications set forth in article V, section 2 of the RI constitution may be elected to active membership in this club.

NOTE: Article V, section 2 of the RI constitution reads as follows as applicable to this club:

Section 2 - Composition of Clubs.

- (a) A club shall be composed of active members who are adult persons of good character and good business and professional reputation,*
- (i) engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or*
 - (ii) hold an important position in any worthy and recognized business or profession or any branch or agency thereof and have executive capacity with discretionary authority; or*
 - (iii) having retired from any position listed in sub-section (i) or (ii) of this subsection and having their places of business or residence located in the locality of the club or surrounding area. An active member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said active member continues to stay active in the same classification. If a member retires, or a member with three or more years of service changes residence or place of business so that the member no longer meets the foregoing locality requirements, the club may continue the member's membership without change of classification.*

Section 4 - Transferring or Former Rotarian. A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession in the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club.

Section 5 - Dual Membership. No person shall simultaneously hold active membership in more than one club. No person shall simultaneously be a member and an honorary member in the same club. No person shall simultaneously hold active membership in a club and membership in a Rotaract Club.

Section 6 - Honorary Membership.

(a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in more than one club. The term of such membership shall be as determined by the board of the club in which they hold membership.

(b) Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of the club in which they hold such membership. No honorary member of a club is entitled to any rights or privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 - Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in a club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary.

Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 8 - Rotary International Employment. This club may retain in its membership any member employed by RI.

ARTICLE VII CLASSIFICATION

Section 1 - General Provisions

(a) Principal Activity. Each member shall be classified in accordance with the member's business or profession. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity.

(b) Correction or Adjustment. If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2 - Limitations. This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members from a classification. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

ARTICLE VIII ATTENDANCE

Section 1 - General Provisions. Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or makes up for an absence in any of the following ways:

(a) 14 Days Before or After the Meeting. If, within fourteen (14) days before or after the regular time for that meeting, the member

(1) attends at least 60 percent of the regular meeting of another club or of a provisional club; or

(2) attends a regular meeting of a Rotaract or Interact club or Rotary Community Corps or of a provisional Rotaract or Interact or Rotary Community Corps; or

(3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors, a Rotary multizone conference, a

meeting of a committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or(4) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

(b) At the Time of the Meeting. If, at the time of the meeting, the member is

(1) traveling with reasonable directness to or from one of the meetings specified in sub-section (a)(3) of this section; or

(2) serving as an officer or member of a committee or RI, or a trustee of The Rotary Foundation; or

(3) serving as the special representative of the district governor in the formation of a new club; or

(4) on Rotary business in the employ of RI; or

(5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or

(6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

Section 2 - Excused Absences. A member's absence shall be excused if

(a) the absence complies with the conditions and under circumstances approved by the board.

The board may excuse a member's absence for reasons which it considers to be good and sufficient.

(b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 3 - RI Officers' Absences. A member's absence shall be excused if the member is a current officer of RI.

Section 4 - Attendance Records. Any member whose absences are excused under the provisions of subsection (b) of section 2 of this article shall not be included in the membership figure used to compute this club's attendance nor shall such absences or attendances be used for that purpose.

ARTICLE IX DIRECTORS AND OFFICERS

Section 1 - Governing Body. The governing body of this club shall be the board constituted as the bylaws may provide.

Section 2 - Authority. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 - Board Action Final. The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article XI, section 6, may either appeal to the club or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has

been given by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final. **Section 4 - Officers.** The club officers shall be a president, a president-elect, and one or more vice-presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-at-arms, who may or may not be members of the board as the bylaws shall provide.

Section 5 - Election of Officers.

(a) Terms of Offices other than President. Each officer shall be elected as provided in the bylaws. Except for the president, each officer shall take office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.

(b) Term of President. The president shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office. The president shall serve as president-elect for the year immediately preceding the year as president. The president shall take office on 1 July and shall serve for a period of one (1) year or until a successor has been duly elected and qualified.

(c) Qualifications. Each officer and director shall be a member in good standing of this club. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect.

ARTICLE X ADMISSION FEES AND DUES

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to article VI, section 4 shall not be required to pay a second admission fee.

ARTICLE XI DURATION OF MEMBERSHIP

Section 1 - Period. Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 - Automatic Termination.

(a) Membership Qualifications. Membership shall automatically terminate when a member no longer meets the membership qualifications, except that

(1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member is still active in the same classification and continues to meet all other conditions of club membership;

(2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member remains active in the same classification and continues to meet all other conditions of club membership; and

(3) a member whose classification is lost without default of the member may retain such classification and be granted a special leave of absence not to exceed one (1) year to enable the member to obtain new employment in the current or a new classification. Such member must continue to meet all other conditions of club membership. Termination of membership would take effect only at the end of the period of leave granted to the member.

(b) How to Rejoin. When the membership of a member has terminated as provided in subsection (a) of this section, such person may make new application for membership, under the same or another classification. A second admission fee shall not be required.

(c) Termination of Honorary Membership. Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 3 - Termination - Non-payment of Dues

(a) Process. Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.

(b) Reinstatement. The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification has been filled.

Section 4 - Termination - Non-attendance.

(a) Attendance Percentages. A member must

- (1) attend or make up at least 60 percent of club regular meetings in each half of the year;
- (2) attend at least 30 percent of this club's regular meetings in each half of the year.

If a member fails to attend as required, the member's membership shall be subject to termination unless the board consents to such non-attendance for good cause.

(b) Consecutive Absences. Unless otherwise excused by the board for good and sufficient reason or pursuant to article VIII, sections 2 or 3, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 5 - Termination - Other Causes.

(a) Good Cause. The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose.

(b) Notice. Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

(c) Filling Classifications. When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced.

Section 6 - Right to Appeal or Arbitrate Termination

(a) Notice. Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention either to appeal to the club or to arbitrate as provided in article XV.

(b) Date for Hearing of Appeal. In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

(c) Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

(d) Appeal. If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.

(e) Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Section 7 - Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 - Resignation. The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

Section 9 - Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club.

ARTICLE XII COMMUNITY, NATIONAL, AND INTERNATIONAL AFFAIRS

Section 1 - Proper Subjects. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 - No Endorsements. This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 - Non-Political.

(a) Resolutions and Opinions. This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

(b) Appeals. This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 - Recognizing Rotary's Beginning. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

ARTICLE XIII ROTARY MAGAZINES

Section 1 - Mandatory Subscriptions. Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

Section 2 - Subscription Collection. The subscription shall be collected by this club from each member semiannually in advance and remitted to the Secretary of RI or to the office of such regional publications as may be determined by the board of directors of RI.

ARTICLE XIV ACCEPTANCE OF OBJECT & COMPLIANCE W CONSTITUTION & BYLAWS

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

ARTICLE XV ARBITRATION

Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall be settled, upon request to the secretary by any of the disputants, by arbitration. The procedure utilized for such arbitration shall be as provided in article XI, section 6, subsections (c) and (e).

ARTICLE XVI BYLAWS

This club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

ARTICLE XVII INTERPRETATION

Throughout this constitution, the terminology “mail,” “mailing,” and “ballot-by-mail” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

ARTICLE XVIII AMENDMENTS

Section 1 - Manner of Amending. Except as provided in section 2 of this article, this constitution may be amended only by the council on legislation in the same manner as is established in the bylaws of RI for the amendment of its bylaws.

Section 2 - Amending Article II and Article III. Article II (Name) and Article III (Locality of the Club) of the constitution shall be amended at any regular meeting of this club, a quorum being present by the affirmative vote of a majority of members present and voting, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved.

BYLAWS
of the
Cookeville Breakfast Rotary Club

ARTICLE I. PHILOSOPHY, MISSION AND VISION - In conducting its daily business and in planning for the future, the Cookeville Breakfast Rotary Club subscribes to the philosophy of Strategic Planning as its model. Accordingly:

The Mission of the Cookeville Breakfast Rotary Club is to enrich each member's experience in Rotary, to serve community and international needs with emphasis on youth, and to support the Rotary Foundation and activities of District 6780.

The Vision of the Cookeville Breakfast Rotary Club is to be the example of service in our community and beyond.

ARTICLE II. ELECTION OF OFFICERS AND DIRECTORS AND ANNUAL CALENDAR OF ORGANIZATIONAL EVENTS

Section 1 - Prior to September 30, the president will appoint a Nominating Committee comprised of two past presidents and two members at large, with the president-elect and vice president serving automatically as voting members.

Section 2 - Prior to October 31, this committee will meet on a date set by the president. At that meeting, the committee will elect a chairperson from among the four appointed members. The committee will review its purposes, which are (1) soliciting suggestions from the membership and themselves for each officer and director position for the following Rotary year, and (2) developing a nomination report they will take to the club in December. (In addition to the president-elect, one or more other current year officers may be following a predetermined progression into higher office for the coming year.) The committee will decide how it can best cooperate with the president-elect in building the team he/she desires and how, in doing so, it can best serve the needs of the club.

Section 3 - Prior to November 30, the Nominating Committee will develop one nomination for each of the following positions: president-elect, vice-president, secretary, treasurer, director of membership, director of fellowship (usually same as vice-president), director of communications, director of community service, director of international service, director of vocational service, director of projects (usually same as president-elect) and sergeant at arms. (See Attachment 1 for this club's organization chart.)

Section 4 - On the second Tuesday in December, at the club's annual meeting as provided in Article V of these by-laws, the Nominating Committee will make its report of such nominations to the club membership. This meeting will be well publicized to the membership for at least two weeks in advance of the meeting. At such annual meeting the

nominations will be presented to the membership by the chairperson of the Nominating Committee. The president will then ask for nominations from the floor for any of these officer or director positions. (Any member so nominated from the floor must previously (1) have been formally recommended to the nominating committee for nomination and (2) agreed to serve if elected.)

Section 5 - For those positions not receiving other nominations, the president will declare those named by the Nominating Committee as elected. For those positions receiving a nomination from the floor in addition to the one submitted by the Nominating Committee, the President will first confirm that the member had been formally recommended to the Nominating Committee, and, if so, second confirm the individual's willingness to serve if elected, and will then conduct an election for those positions by paper ballot.

Section 6 - A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 7 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

Section 8 - During January and February the president-elect will review the status of the club's long range strategic goals with incoming board members, current and past club leaders, and other knowledgeable Rotarians and commence developing the most appropriate short term objectives for the coming year.

Section 9 - During the month of March, District PETS and District Assembly training is usually scheduled together. The president-elect must attend each or be excused by the incoming governor, in which case, a suitable representative will be selected to attend for the president-elect. (See Constitution Article IX, Section 5 (c)). Reasonable necessary expenses will be reimbursed by the club for the president-elect and for his/her partner if invited and able to attend.

Section 10 - Also, as scheduled for the month of March or later, all incoming officers and directors are expected to attend the District Assembly portion of the district level training.

Section 11 - During April, May and June, the new board of directors will meet as needed to finalize its objectives for the coming year and its plans for implementing them. A balanced budget will also be developed and adopted by the board.

Section 12 - Prior to May 31, the president will designate and conduct at least one club meeting as a Club Assembly for purposes of soliciting member comment and suggestions on club needs and priorities for the coming year and beyond. The president-elect and his/her officers- and directors-elect will report on tentative goals and plans for the coming year, asking for input and guidance from the membership. The board-elect will incorporate such comments, inputs, feedbacks, etc. into its plans as they best serve Rotary and the club's program of service.

Section 13 - Also, prior to May 31, the president-elect will solicit all members for preference in assignments for the coming year in order that all club members can be assigned to positions of responsibility, including committee chairs, committee memberships, special assignments, project teams, etc. prior to commencement of the new Rotary year.

Section 14 - During May and June, joint board meetings will be held to familiarize the new board with current priorities, status of issues and actions, and other pending matters. All matters having a deadline, commitment or promise of action or decision by or prior to June 30 will be in the jurisdiction and obligation of the existing board of directors. Present board members, however, must cooperate with and assist incoming officers and directors in meeting their initial obligations (i.e., membership and dues report from secretary to R.I. July 1).

Section 15 - Effective July 1, all training will be complete; all goals, plans and budgets will be finalized; and, all members will be assigned to responsible roles. New officers and directors will take office, the new board will commence its official role, and the annual program of service begins.

Section 16 - During the month of July, a second Club Assembly is held for members to receive final reports of goals and plans of action by each new officer and director. Such plans as accepted and/or revised per feedback/input become the report of plans to the district governor or his/her representative in conjunction with the governor's annual visit.

Section 17 - During the month of January, a third Club Assembly is held for officers and directors to report the club's progress toward achieving the goals set out at the beginning of the year and to describe plans for completing them by year end.

Section 18 - Prior to the end of May, the president is to have already designated a club meeting as a Club Assembly (see Section 12 above). Prior to soliciting comment on club needs for benefit of the new leadership, the president will arrange for the members to be surveyed to determine their current level of overall satisfaction with the club and to evaluate the club's progress toward established long term goals.

Section 19 - During the month of June, usually at the final meeting presided over by the president, he/she will report to the club on results achieved during the year by the club. This meeting likely will be the same one at which the gavel is passed, pins are exchanged and awards are made.

Section 20 - Early in calendar years divisible by 3 (2004, 2007, 2010, etc.), the president will convene a committee comprised of all known or likely future presidents, the current and immediate past president and any others felt essential, to decide on and carry out the steps necessary to properly update the club's strategic plan, using any professional guidance it deems important as approved by the board of directors.

ARTICLE III. BOARD OF DIRECTORS

The governing body of this club shall be the board of directors consisting of 12 to 14 members of this club, namely, the president, president-elect, vice president, secretary, treasurer, director of membership, director of fellowship (usually same person as vice president), director of community service, director of international service, director of vocational service, director of projects (usually same person as incoming president), sergeant at arms and the immediate past president.

ARTICLE IV. DUTIES OF OFFICERS AND DIRECTORS AND THEIR COMMITTEES (See Attachment 1 for this club's organization chart.)

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 the office of president. The president is expected to represent the club at the district conference and other events, to keep all members fully informed and involved in the club's activities, to utilize his/her initiative and leadership ability to strengthen the club and its program of service, and to ensure adherence to the club's constitution and these by-laws.

Section 2 - PRESIDENT-ELECT. It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board. The president-elect is expected to attend all district level training sessions for him/her and his/her officers and directors, to follow the calendar of organizational events in planning and preparing for his/her year as president, and to follow all other provisions of the club's constitution and by-laws. The president-elect also usually serves the club as director of projects.

Section 3 - VICE PRESIDENT. It shall be the duty of the vice president 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 the office of vice president. The vice president also usually serves the club as director of fellowship.

Section 4 - IMMEDIATE PAST PRESIDENT. It shall be the duty of the immediate past president to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board.

Section 5 - SECRETARY. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, and including prorated reports to the general secretary on 1 October and 1 April of each member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor immediately following the last meeting of the month, collect and remit to RI subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office of secretary.

Section 6 - TREASURER. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the board of directors monthly and at any other time upon demand by the board and to perform such other duties as pertain to his office. Upon his retirement from office he shall turn over to his successor or to the president all funds, books of accounts or any other club property in his possession.

Section 7 - SERGEANT AT ARMS. The duties of the sergeant at arms shall be such as are usually prescribed for his/her office and such other duties as may be prescribed by the president or the board.

Section 8 - DIRECTOR OF MEMBERSHIP. The Director of Membership serves on the Board of Directors of the Cookeville Breakfast Rotary Club and is responsible for accomplishing the club's goals and objectives as they relate to the club's membership. The Director and/or appropriate subordinate committee chairpersons will make monthly reports to the Board, and to the club itself as needed, on their progress and achievements. Responsibilities for committees under this directorship include but are not limited to:

Membership and Classification Committee

1. Administers the classification system to avoid overlapping of professions among members and to identify open classifications as opportunity to recruit new members.
2. Develops and administers the club's approved list of qualifications for membership.
3. Develops and administers the club's approved procedure for introducing and proposing new persons for membership into the club.
4. Reviews each proposal for membership and carefully compares the person's qualifications to those established by the club. All new member applications must have a recommendation from this committee for acceptance or rejection.

Membership Development Committee

1. Develops and proposes for acceptance by the club annual goals for membership growth and recommends the methods for achieving them.
2. Recruits qualified prospects to fill open classifications and motivates other members to likewise recruit qualified persons as new members.
3. Develops an appropriate pre-induction orientation process and insures that it is properly conducted for each new member as a prerequisite for membership.
4. Conducts dignified induction ceremonies for all qualified and orientated new members within a timely manner following their approval by the board.

Membership Enrichment Committee

1. Follows up on each new member to insure the sponsor properly integrates him or her into the club, they are welcomed and quickly made to feel at home, they are given an immediate functional assignment at the committee level in the club, and they are guided to assume additional responsibilities in the club at least by their third year (mentors may be assigned to those with strong leadership potential)
2. Surveys the club regularly to insure each member has at least one functional assignment at the committee level or occupies a key leadership position in the club, and participates in the annual fund raising effort and has at least one assignment in the golf tournament organization.
3. Develops a series of fireside sessions to provide new members with first year exposure to Rotary, and insures each new member completes them during their first year.
4. Periodically conducts board approved surveys of member satisfaction, polling members for their likes and dislikes and for their recommendations as to how the club could be further improved.
5. (Future) Develops and implements a structured instruction in Rotary utilizing the highest levels of Rotary knowledge and experience in our club, region and district for rendering to our own members prior to the end of their second year of membership (can be offered to other clubs as well).
6. (Future) Develops and implements an advanced program to prepare our own leaders to better carry out their current and future club responsibilities, and to inspire past leaders to pursue higher levels of responsibility in the district.

Section 9 - DIRECTOR OF FELLOWSHIP. The Director of Fellowship serves on the Board of Directors of the Cookeville Breakfast Rotary Club and is responsible for accomplishing the club's goals and objectives as they relate to the quality of fellowship within the club. The Director and/or subordinate committee chairpersons will make monthly reports to the Board, and to the club itself as needed, on their progress and achievements. Responsibilities for committees under this directorship include but are not limited to:

Weekly Programs and Activities Committee

1. Schedules and/or arranges all programs presented as part of the weekly club meetings to include consideration of the following: (1) providing opportunity for individual members to arrange and/or present their programs as appropriate, (2) insuring opportunities for other committees to carry out their mission, and (3) arranging programs designed specifically to enhance the level of fellowship within the club.
2. Conducts various other activities during club meetings to enhance the level of fellowship within the club to include consideration of the following: (1) presenting short spotlights on individual members to foster improved acquaintance, (2) creating impromptu opportunities for members to share more about themselves and their families, (3) injecting good natured humor into club proceedings through "sunshine" reports or such, and (4) other possibilities discovered through their study and research.
3. The Sergeant-at-Arms oversees room, meal and equipment arrangements as needed in addition to serving as an integral member of this committee.

Special Events Committee

1. Arranges and carries out regular club social events and periodic family oriented events for club members, guests and/or prospective members to include consideration of the following: (1) determining the best times and types of events to attract the largest number of members, (2) publicizing scheduled events and arranging appropriate incentives for members and their spouses to attend, and (3) researching with other organizations to discover ways to achieve the highest possible participation rates.

Attendance and Outreach Committee

1. Outreaches to those having low levels of club attendance, low levels of committee or project or event participation, and/or who regularly arrive late or leave early, in effort to improve their level of fellowship and involvement with the club and its activities. Makes recommendations to the board for other official actions when their efforts fail.
2. Stimulates increasing levels of member attendance and fellowship at district conferences and international conventions. Insures attendees make full report to the club about such experiences immediately afterward.
3. Works closely with and recommends to the Service Committees how their efforts can become more successful by making "fellowship" an integral part of their endeavors. Assists with the development of project teams based on diversity of members. Assists with the development of good natured, friendly competitions within the membership to help accomplish the goals of various committees.
4. (Future) Arranges friendship exchanges with other Rotary Clubs to expand our levels of acquaintance and to research successful methods and techniques used by others for possible use in our club.
5. (Future) Publicizes the Rotary International fellowship organizations and stimulates increasing levels of member participation in them. Arrange regular reports to the clubs about their programs and benefits derived from them.

Section 10 - DIRECTOR OF COMMUNICATIONS. The Director of Communications serves on the Board of Directors of the Cookeville Breakfast Rotary Club and is responsible to it for accomplishing the club's goals and objectives as they relate to the quality of communications within the club. The Director and/or the appropriate committee chairpersons under him or her will make regular monthly reports to the Board, and to the club itself as needed, on their progress and achievements. Responsibilities for committees under this directorship include but are not limited to:

Internal Communications Committee

1. Publishes an increasingly effective weekly bulletin which provides essential data about the club, which includes reports from other club committees to keep members informed of current and future happenings, and which provides other essential Rotary and/or community information. Researches other examples of outstanding bulletins from other clubs in the district.
2. Makes recommendations to the president for reports and announcements from the podium and/or from the floor by committee chairs to keep club members fully informed about activities, projects and other happenings.
3. Compiles and publishes an annual directory of club members.
4. (Future) Develops a club website to expand our presence in the community and district and to serve as a bulletin board for essential information and happenings.
5. (Future) Compiles a history of the club since its inception in 1982, is responsible for club paraphernalia to include its charter, plaques, banners, archives, etc., and collects current photographs and documents for future compilations.

External Communications Committee

1. Conducts general public relations on behalf of the club in the community to include regular news releases with photos on visiting dignitaries, new members, honors and awards received or bestowed, projects, collaborations, etc.
2. Compiles and publishes the club's annual publication "Partners" in collaboration with leaders of the club's annual golf tournament project.
3. Periodically, surveys community leaders for feedback about their perception of our success in fulfilling our mission and vision statements.

Continuing Education Committee

1. Uses official Rotary sources of information (R. I. website, Rotarian magazine, other publications and reports from officials, etc.) to keep Rotarians updated during regular club meetings on achievements and happenings in Rotary. Stimulates interest by issuing prizes, etc. for correct answers to questions.
2. Arranges periodic presentations by past and current Rotary International leaders on the overall status of Rotary International and the Rotary Foundation.
3. Arranges periodic presentations of Rotary International and Rotary Foundation video and other programs highlighting current themes, objectives, efforts and successes.
4. (Future) Develops and administers a Library of Rotary references and other materials for sign-out and study by new members and by others as well, to include Rotary Directories, the Rotary Library set, Manuals of Procedure, District Directories, other publications, videos, etc.

Section 11 - DIRECTOR OF PROJECTS. The Director of Annual Projects serves on the Board of Directors of the Cookeville Breakfast Rotary Club and is responsible to it for accomplishing the club's goals and objectives as they relate to the annual golf tournament and all fund raising associated with it. The Director and/or subordinate committee chairpersons will make regular monthly reports to the Board, and to the club itself as needed, on their progress and achievements. Responsibilities for committees under this directorship include but are not limited to:

Tournament Committee

1. Assists the Director of Annual Projects in the actual conduct of the tournament itself to include: (1) all commitments for the next tournament to be made immediately after the current one is completed or as soon thereafter as possible, (2) collaboration with current Country Club officials to insure all aspects of conducting this tournament are covered, (3) collaboration with the External Communications Committee to insure the newspaper insert "Partners" is completed and circulated on time, (4) collaboration with the other project committees to insure their areas of responsibility are covered.
2. Arranges for hole observers, special prizes to be awarded for holes-in-one, etc., and any other special features or promotions decided upon by the board or project director.
3. Decides on the prizes to be awarded to the various levels of winners at the tournament and makes arrangements for them.
4. Researches with other organizations to determine how our future tournaments can be improved.

Partner Relations Committee

Works year round to attract new Partners for future tournaments and takes the steps necessary to maintain strong, positive relationships with current and past Partners.

Sales and Contributions Committee

1. Works during the period June through tournament date to organize and motivate all members to sell more hole sponsorships and advertising than last year.
2. Prepares the appropriate signs, banners, billboards, etc. for the tournament itself to properly recognize the hole sponsors and advertisers.
3. Follows up in writing to express our appreciation to those who advertised and sponsored holes in this tournament.

Player Relations Committee

1. Works from June into September to recruit the maximum number of golfers for the tournament.
2. Handles all registrations, goody bags, mulligans, and other considerations associated with player satisfaction.
3. Arranges maximum presence of club members at the winner's circle Sunday afternoon.
4. Properly expresses written appreciation to every registered golfer who participated in the tournament.

Section 12 - DIRECTOR OF COMMUNITY SERVICE. The Director of Community Service serves on the Board of Directors of the Cookeville Breakfast Rotary Club and is responsible to it for accomplishing the club's goals and objectives as they relate to serving the important needs of this local community with emphasis on youth. The Director and/or subordinate committee chairpersons will make regular monthly reports to the Board, and to the club itself as needed, on their progress and achievements. Responsibilities for committees under this directorship include but are not limited to:

Allocations Committee

1. Makes recommendations to the board for distribution of a portion of project proceeds based on researching those organizations requesting financial support from us.
2. Studies the organizations seeking support in effort to also find ways club members can be of service to them in other ways.

NOTE: This committee should be comprised of long term members who have no ties to any of the organizations involved and who are able to make independent judgments based on genuine need and services rendered.

Community Needs Assessment

1. Researches the community at-large in effort to identify the most serious youth-oriented needs in our community and brings recommendations to the board for addressing those needs in order of priority.
2. Researches for ways the club can collaborate with other organizations to address the most serious youth needs, including the possibility of certain types of partnerships involving time and energy from our club members.

Interact Committee

1. Establishes a close liaison with the faculty and student leaders of the CHS Interact Club for purposes of coordinating a range of collaborative opportunities during the year and discovering how each organization can help the other reach its own goals.
2. Serves as "champion" for the Interact Club in representing its needs to the Rotary Club.
3. Coordinates closely with its counterparts in the Cookeville Rotary Club to avoid conflicts and overlaps.
4. Arranges and conducts proceedings for the Interact Scholarships awarded each year.

Adopt-A-Mile Committee

Coordinates all activities between the club and the state involving our keeping South Jefferson Avenue clean.

(Future) Rotaract Committee

Recruit student and faculty leaders to re-commence the Rotaract Club at TTU and provide continuing support to it equal to Interact.

Section 13 - DIRECTOR OF INTERNATIONAL SERVICE. The Director of International Service serves on the Board of Directors of the CBRC and is responsible to it for accomplishing the club's goals and objectives as they relate to serving important needs of the world beyond with emphasis on youth. The Director and/or subordinate committee chairpersons will make regular monthly reports to the Board, and to the club itself as needed, on their progress and achievements. Responsibilities under this directorship include but are not limited to:

Youth Exchange Committee

1. This committee is challenged to meet all requirements of the Ohio-Erie guidelines for inbound exchange students, to include providing a responsible member to serve as the student's counselor for the school year. It also assists and supports outbound students.
2. Recruits and evaluates prospective host families. Acts to create the "larger family" comprised of the student, all host family members, the club and others involved.
3. Develops and implements a wide range of activities and involvements for the student(s) to include visits to homes of members for family activities, all club events, presentations to and regular interactions at club meetings, the local Interact Club, all district events, especially those for Interact and youth exchange students, and other.
4. Responsible representatives of this committee will attend all district Youth Exchange meetings and events to build high levels of expertise about this program.
5. Recruits local students to spend a year abroad as outbound exchange students.

The Rotary Foundation Committee

1. Promotes the purposes and activities of the Foundation for purposes of generating contributions to it via Annual Giving and the Permanent Fund.
2. Tracks all contributions through reports from the Foundation itself and periodic status reports from the club's treasurer.
3. Establishes liaison with our representative at the Foundation in order to facilitate recognitions and inquiries as they occur.

International Educational Programs Committee

1. Establishes liaison with district GSE and Scholarship committees in order that the club can take an active role with all TRF Educational Programs.
2. Recruits candidates for the district sponsored outbound GSE teams, for Ambassadorial and other Scholarships offered, and for University Teacher's Grant opportunities.
3. Insures returning sponsored scholars and team members make full reports to our club and are integrated as permanent parts to our international program.
4. Coordinates all local arrangements for hosting visiting GSE teams.
5. Develops academic opportunity at TTU for Rotary Ambassadorial Scholar to study here and be hosted by our club.

International Humanitarian Projects Committee

1. Develops opportunities for and carries out the club's commitment to WCS, Matching Grant and 3H projects in collaboration with partnering clubs in foreign districts.
2. Seeks to develop a three to five year relationship with a club in the developing world for purposes of addressing specific needs in that area, culminating with a visit to that area by representative(s) of this club.
3. (Future) Seeks to develop a new or participate in an existing innovative large scale project serving important needs of young people throughout a particular region of the developing world.

Section 14 - DIRECTOR OF VOCATIONAL SERVICE. The Director of Vocational Service serves on the Board of Directors of the Cookeville Breakfast Rotary Club and is responsible to it for accomplishing the club's goals and objectives as they relate to the Vocational Avenue of Service. The Director and/or subordinate committee chairpersons will make regular monthly reports to the Board, and to the club itself as needed, on their progress and achievements. Responsibilities for committees under this directorship include but are not limited to:

Dry Valley School Committee

1. Maintains a close liaison with the administrators and faculty of Dry Valley School to learn of their changing needs and opportunities for the club to serve them.
2. Develops short term projects for engaging members of the club to contribute time and energy to the school's facility, grounds, equipment, etc.
3. Researches with the administration possibilities for a highly controlled mentoring program through which members of the club can contribute expertise, experience, ambition, optimism and other values to students there.

Dry Valley Vocational Day Committee

Develops and implements the current year's version of Vocational or Career Day for the students at Dry Valley School to include recruiting representatives of the various businesses, vocations, schools, etc. to participate.

Vocational Scholarships and Awards Committee

Develops and implements the recruiting, selecting and recognizing of recipients of the vocational scholarships funded for the year by the club.

ARTICLE V. MEETINGS

Section 1 - Annual Meeting. An annual meeting of this club shall be held on the second Tuesday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 - Regular Meetings. The regular weekly meetings of this club shall be held on Tuesday at 7:00am. Due notice shall be given of any changes in or canceling of the regular meeting. All members except honorary members or members excused by the board of directors of this club, pursuant to Article VII, Section 3 of the standard Rotary Club Constitution, in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary Club.

Section 3 - Quorum. One third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 - Board Meetings. Regular meetings of the board shall be held monthly at a time and location as announced by the president. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 5 - Board Quorum. A majority of the board members shall constitute a quorum of the board.

ARTICLE VI. FEES AND DUES

Section 1 - Admission Fee. The admission fee shall be set by the board and shall be paid before the applicant can qualify as a member.

Section 2 - Membership Dues. The membership dues shall be set by the board, payable quarterly on the first day of July, October, January and April, with the understanding that the dues shall be sufficient to pay each member's subscription to THE ROTARIAN magazine.

ARTICLE VII. METHOD OF VOTING

The business of the club shall be transacted by viva voce vote except the election of officers and directors, which shall be as conducted in Article 1, Section 6.

ARTICLE VIII. LEAVES OF ABSENCE

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provision of Article VII, Section 3 of the standard Rotary Club Constitution is not computed in the attendance record of the club.

ARTICLE IX. FINANCES

Section 1 - The treasurer shall deposit all funds of the club in some bank to be named by the board.

Section 2 - All bills shall be paid only by checks signed by two officers upon receipt of a written request for payment or invoice. A thorough audit by a certified public accountant or otehr qualified person shall be made once each year of all the club's financial transactions.

Section 3 - Officers having charge or control of funds shall 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 4 - The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into four (4) quarters beginning July 1st. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of membership of the club on those dates.

Note: Magazine subscriptions for members joining during a semi-annual period are payable upon invoice from the Secretariat.

Section 5 - 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.

ARTICLE X. METHOD OF ELECTING MEMBERS (For All Memberships)

Section 1 - The name of a prospective member, proposed by a member of this club, or by the membership development committee, shall be submitted to the board in writing, through the club secretary. Such proposal shall be kept confidential, except as otherwise provided in this procedure, until approved by the board of directors.

Section 2 - The board shall ensure that the proposal meets all classification and membership requirements set out in the constitution and these by-laws to include review by the membership and classification committee.

Section 3 - The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4 - If the decision of the board is favorable, the prospective member shall be visited by the proposer and at least one representative of the membership and classification committee and/or board of directors to explain the purposes of Rotary and the privileges and responsibilities of membership, including the requirement to successfully complete a formal Rotary education program. If the prospective member is interested in becoming a member, he/she shall be requested to sign the member proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 - If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary member), as prescribed in these by-laws, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 - Following such election, the president shall arrange for the new member's induction, and the club secretary shall issue a membership card to the member and shall report such action to RI. The Membership Enrichment Committee shall commence its plans for the new member to undergo the required formal education program.

ARTICLE XI. RESOLUTIONS

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

ARTICLE XII. ORDER OF BUSINESS

Meeting called to order
Generic invocation
Rotary singing
Introduction of visiting Rotarians and guests
Birthdays and anniversaries
Correspondence and announcements
Committee reports, if any
Report on action taken by the board, if any
Any unfinished business
Any new business
Address or other program features
Adjournment

ARTICLE XIII. AMENDMENTS

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been delivered 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 club constitution and with the constitution and bylaws of RI.