

**BY-LAWS OF THE ROTARY CLUB OF
MERIDIAN, MISSISSIPPI**

Introduction

1. **NAME:** The name of the organization is "The Rotary Club of Meridian, Mississippi", hereinafter referred to as "Club".

ARTICLE I:

Directors and Officers

SECTION 1. The eight (8) non-officer members of the board shall be elected in staggered two-year terms. Each year four (4) members of the board shall be elected to serve a two-year term and the remaining four (4) members shall serve on the board of directors until the next annual election.

SECTION 2. At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, secretary-treasurer, and four (4) members of the board of directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president and secretary-treasurer receiving a majority of the votes shall be declared elected to their respective offices. The four (4) candidates for director receiving a majority of the votes shall be declared elected as directors and the four (4) remaining directors shall serve the club for one more year. The president elected in such balloting shall serve as a member of the board as president elect for the year commencing on the first day of July next following his election as president, and shall assume office as president on the first day of July immediately following his year of service on the board as president-elect.

SECTION 3. The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Within one week after their election the board of directors elect shall meet and elect some member of the club to act as sergeant-at-arms.

SECTION 4. A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

SECTION 5. 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.

ARTICLE II:

Board of Directors

SECTION 1. The governing body of this club shall be the board of directors consisting of twelve (12) members of this club, namely, eight (8) directors elected in accordance with Article I, Section 2 of these by-laws, the president, past president, president-elect and secretary-treasurer.

ARTICLE III

Duties of Officers

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 his office.

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, to perform such other duties as may be prescribed by the president or the board and to preside at meetings of the club and board in the absence of the president.

SECTION 3. 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 Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International 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 active, senior active and past service 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 Rotary International, 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 Rotary International subscriptions to The Rotarian, and perform such other duties as usually pertain to his office.

SECTION 4. Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually 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 5. Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for his office and such other duties as may be prescribed by the president or the board.

ARTICLE IV

Meetings

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

SECTION 2. The regular weekly meetings of this club shall be held on Monday at 12:00 o'clock (Noon), Meridian Time.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

All members excepting an honorary member (or member 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. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

SECTION 4. Regular meetings of the board shall be held a minimum of six (6) times a year, beginning July 1 of each fiscal year. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the written request of two (2) members of the board, due notice having been given.

SECTION 5. A majority of the board members shall constitute a quorum of the board.

ARTICLE V

Fees and Dues

SECTION 1. The admission fee shall be determined by the board of directors to be paid before the applicant can qualify as a member.

SECTION 2. The membership dues shall be determined by the board of directors per annum, payable quarterly on the first day of July, October, January and April, with the understanding that two dollars (\$2.00) of each quarterly payment shall be applied to each member's subscription to The Rotarian magazine. This subscription price is subject to change as subscription rates rise.

SECTION 3. (a) The Board of Directors may submit to the membership a written proposal, subject to objections by the members. The written proposal shall propose to assess against each member a "special assessment or fee".

(b) The amount of the "special assessment" and the reason(s) therefore shall be published in the club's weekly newsletter for two (2) consecutive weeks. Any member may then submit written objection to the proposal to the club's Secretary within twenty (20) days following the date of the first publication of the proposal. Such written objection shall state the reason(s) for the objection.

(c) If any written objection(s) has been filed with the Board, by and through its Secretary, it shall consider the same at any regular or special meeting of the Board and shall ballot on the proposal. If not to exceed seven (7) negative votes are cast by the members of the Board, the proposal shall be considered as passed.

(d) The results of the Board's ballot shall then be

published in the club's weekly newsletter and the membership shall or shall not be charged with the "special assessment".

SECTION 4. Any fee other than admission fee and membership dues shall be considered a "special assessment".

ARTICLE VI

Method of Voting

The business of this club shall be transacted by viva voce vote except if ten (10) members request that business shall be by ballot.

ARTICLE VII

Committees

SECTION 1. (a) The president shall, subject to the approval of the board, appoint the following standing committees:

Club Service committee
Vocational Service committee
Community Service committee
International Service committee
Finance committee

(b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, and International Service as he may deem necessary.

(c) The Club Service committee, Vocational Service committee, Community Service committee, International Service committee and Finance Committee shall each consist of a chairman, who shall be named by the president from the membership of the board, and not less than two (2) other members.

(d) The president shall be ex-officio a member of all committees and, as such shall have all the privileges of membership thereon.

(e) Each committee shall transact such business as is delegated to it in the by-laws and such additional business as may

be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.

(f) Should the president deem it necessary, he may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the Vocational Service, Community Service, or International Service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

SECTION 2. Club Service Committee.

(a) The chairman of the Club Service committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.

(b) The Club Service committee shall consist of the chairman of the Club Service committee and the chairmen of all committees appointed on particular phases of Club Service.

(c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of Club Service.

- Attendance committee
- Club bulletin committee
- Fellowship committee
- Magazine committee
- Membership committee
- Membership development committee
- Program committee
- Public relations committee

Appoint one member each year to the following committees:

- Classifications committee
- Rotary information committee

(d) Where feasible and practicable in the appointment of club committees, there should be provision for continuity of

membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

(e) The classification and Rotary information committees shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one member for a term of one (1) year; one member for a term of two (2) years; one member for a term of three (3) years.

(f) The magazine committee shall, wherever feasible, include the editor of the club publication and a local newspaper or advertising member of the club.

ARTICLE VIII

Duties of Committees

SECTION 1. Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to Club Service. The chairman of the Club Service committee shall be responsible for regular meetings of the committee and shall report to the board on all Club Service activities.

(a) Attendance Committee. This committee shall devise means for encouraging attendance at all Rotary meetings -- including attendance at district conferences, intercity meetings, regional conferences, and International Conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(b) Classification Committee. This committee shall as early as possible, but no later than 31 August of each year make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle, shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

(c) Club Bulletin Committee. This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members and of the worldwide Rotary program.

(d) Fellowship Activities Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board.

(e) Magazine Committee. This committee shall stimulate reader interest in The Rotarian and/or Revista Rotaria; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure International Service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the club members and non-Rotarians.

(f) Membership Committee. This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board.

(g) Membership Development Committee. This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.

(h) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club.

(i) Public Relations Committee. This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object, and scope; and (2)

to secure proper publicity for the club.

(j) Rotary Information Committee. This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities, and (4) to give the members information as to developments in the administrative operation of Rotary International.

SECTION 2. Vocational Service Committee. 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 vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the Vocational Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

SECTION 3. Community Service Committee. 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. The chairman of this committee shall be responsible for the Community Service activities of the club and shall supervise and coordinate the work of any committee that may be appointed on particular phases of Community Service.

SECTION 4. International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to International Service. The chairman of this committee shall be responsible for the International Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of International Service.

SECTION 5. Finance Committee. This committee shall devise and prepare or cause to be prepared an annual budget for the year and shall submit the budget to the board for its approval. The Finance Committee shall also review each year the financial transactions of the club.

ARTICLE IX

Leave 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.

ARTICLE X

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 the treasurer upon vouchers signed by any two officers. The Finance committee shall review all of the club's financial transactions each year.

SECTION 3. Officers having charge or control of funds shall give bond, if 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) quarterly periods extending from July 1st to September 30th, from October 1st to December 31st, from January 1st to March 31st, and from April 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be due on July 1st, October 1st, January 1st, and April 1st of each year on the basis of the membership of the club on those dates.

SECTION 5. At the beginning of each fiscal year the Finance committee 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 XI

Method of Electing Members

SECTION 1. Active members (including additional active members).

(1) The name of a prospective member, proposed by an active, senior active, or past service member of the club or by the membership development committee, shall be submitted to the board in writing, through the club secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(2) The board shall request the classifications committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

(3) The board shall consider and approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposer, through the club secretary, of its decision.

(4) If the decision of the board is favorable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his permission for his name and proposed classification to be published to the club.

(5) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of his admission fee, as prescribed in Article V of these by-laws, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If not to exceed four

negative votes are cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report his name to the General Secretary of Rotary International.

(6) The member shall be formally introduced as a new member at a regular meeting of the club.

SECTION 2. Senior Active, Past Service, and Honorary Members. The name of a proposed candidate for any one of these three kinds of membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If not to exceed four (4) negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected, provided, however, that any active member or past service member of this club who qualifies for senior active membership as set forth in the constitution of this club shall automatically become a senior active member of this club, no application for or election to such senior active membership being required.

ARTICLE XII

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 XIII

Order of Business

Meeting called to order.

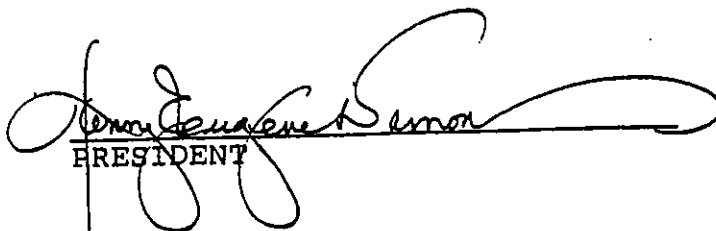
Introduction of visiting Rotarians.
Correspondence and announcements.
Committee reports, if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

ARTICLE XIV

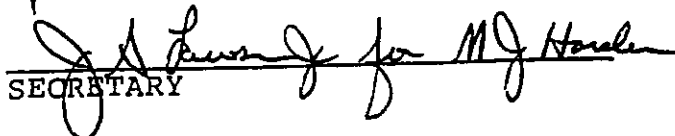
Amendments

These by-laws 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 mailed to each member at least ten days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the Constitution and By-Laws of Rotary International.

The above restated by-laws of the Rotary Club of Meridian, Mississippi are hereby adopted by the club on this the 12th day of December, 1988.


PRESIDENT

WITNESS


SECRETARY

WITNESS