

Bylaws of Rotary Club Prague International

Article I Definitions

1. Board: The Board of Directors of this club
2. Director: A member of this club's Board of Directors
3. Officers: The president, immediate past president or elected vice president, president-elect, secretary, treasurer and executive secretary if appointed.
4. Member: A member, other than an honorary member, of this club
5. RI: Rotary International
6. TRF: The Rotary Foundation
7. Year: The twelve-month period that begins on 1 July

Article 2 Board

The governing body of this club shall be the board consisting of up to twelve (12) members of this club, namely, the president, immediate past president or elected vice president, president-elect, secretary, treasurer, chairpersons of the Membership, Service, Youth service, Rotary Foundation, International and PR committees plus the sergeant-at-arms where appointed. Any member of the board may also be appointed by the President as executive secretary.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting at least two weeks prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, secretary, and treasurer. With the consent of the nominee, nominations may be presented by members from the floor or by sending an email to the club secretary. Should there be more than one nomination for any position, 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 or any other designated meeting, or by electronic polling as decided by the board. The candidates for president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidate for president elected in such balloting shall serve as President Elect for the year commencing on the first day of July immediately prior to the year for which they have been elected President.

Section 2 – The officers and directors, so elected, together with the immediate past president and committee chairpersons named in article 2 shall constitute the board. Prior to the beginning of each fiscal year (July 1), the incoming directors shall meet and elect a member of the club to act as sergeant-at-arms.

Section 3 – The board may appoint any member or call a special election to fill any vacancy in the board.

Section 4 – The immediate past president and the president elect may also hold any other office or committee chair concurrently. Any other member may hold more than one committee chairmanship.

Section 5 - The board will appoint from amongst its members a Data Protection Officer as required by applicable law.

Article 4 Duties of Officers & the Sergeant-at-Arms

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

Section 2 – *President-elect*. It shall be the duty of the president elect to preside at meetings of the club and the board in the absence of the president and to perform other duties –as agreed with the president and the board.

Section 3 – *Vice President or Immediate past president*. It shall be the duty of the Vice President or Immediate past president to preside at meetings of the club and board in the absence of the President and the President Elect and to perform other duties as from time-to-time requested by the board.

Section 4 – *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI and to District officials, including the semiannual reports of membership on 1 January and 1 July of each year;; report changes in membership; provide attendance reports to the board and the service committee chair as requested; maintain the club's archives and perform other duties as usually pertain to the office of secretary.

Section 5 – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for all receipts and payments of the club quarterly and at any other time upon demand by the president or the board, and to perform other duties as pertains to the office of treasurer including the levying and collection of club membership fees, payment of semi-annual dues to RI and to the district, control and payment of all expenses including those related to service projects Upon retirement from office, the treasurer shall hand over to the incoming treasurer or to the president all funds, books of accounts, or any other club property and ensure that the

incoming treasurer is mandated to operate the club's bank accounts. See also Article 13. Finances below.

Section 6 – *Sergeant-at-Arms.* The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board. They shall include ensuring that arrangements necessary for the effective conduct of club meetings including the availability of necessary club materials are in place for each meeting. The S-a-A shall receive visitors to meetings and ensure they are welcome and properly introduced; in cooperation with the President coordinate arrangements at the place of meeting; ensuring the attendance book is signed: assist, the presiding officer in keeping good order during the meetings.

Section 7 – *Data Protection Officer.* The duties of the data protection officer is to ensure that RCPI processes the personal data of its members, providers or any other individuals (also referred to as data subjects) in compliance with the applicable data protection laws and policies of Rotary International.

Article 5 Meetings

Section 1 – *Annual Meeting.* An annual meeting of this club shall be held on the last meeting date in November or other date agreed by the board in each year, at which time the election of officers and directors to serve for the ensuing Rotary year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Mondays at 18:30. “Fun” meetings and other meetings may be arranged at other times and locations at the discretion of the President and the board with due notice of changes or cancellations being sent to all members. Meetings will formally be adjourned no more than 90 minutes after their commencement. All members excepting an honorary member (or member excused by the board for good and sufficient reason) in good standing in this club, on the day of the regular meeting, must be counted as present or absent unless granted leave of absence according to article 11.

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

Section 4 – Regular meetings of the board shall be held normally once each month unless the President and the board agrees otherwise. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of three officers, due notice of at least 5 working days having been given.

Section 5 – A minimum of five directors including a minimum of two officers shall constitute a quorum of the board.

Section 6. – Decisions at club and board meetings shall be taken by a simple majority of those present and voting.

Article 6 Fees and Dues

Section 1 – The admission fee shall be Kč 1,000 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11, or if the board has voted to waive or reduce the admission fee.

Section 2 – The membership dues shall be Kč 7,500 per annum, payable annually by 30 June in the preceding year. The club will remit such portion of each member's annual dues to RI and to the District as from time to time demanded by their constitution and bylaws. The board may exceptionally reduce or waive a member's annual dues but the club will continue to pay requested dues to RI and the District.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce** vote except the election of officers, which shall be by ballot as described in Section 1 of Article 3 unless there is only one nominee for any position when a *viva voce** vote shall suffice. The board may also determine that other specific resolutions be considered by ballot rather than by *viva voce* vote.

Article 8 The Five Avenues of Service

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service and Youth Service. This club will be active in each of the five Avenues of Service.

Article 9 Member Engagement & TRF support

This article replaces attendance requirements set out in the RI club constitution under Article 12, Section 4.

Section 1 - All active members of the club are expected to engage in the life of the club and Rotarian activities through one or many of the following ways:

1. Attendance at a regular, ad hoc or “fun” meeting of the club
2. Participating in a club committee or project team meeting
3. Attending a meeting of other Rotary clubs
4. Organizing, helping or taking part in a club project, fund raising activity or social event.
5. Donating cash or value in kind to a club fund-raising event or to the club’s charity reserves
6. Accepting responsibility as a club officer or director or committee member
7. Accepting responsibility as a District or Zone officer
8. Other club or Rotary related activities as from time to time approved by the board for recognition as engagement in club activities.

Section 2 - All members will be awarded activity recognition points [APs] according to the scale approved by the board at the beginning of each year. The secretary, the Service committee chair and the TRF committee chair will be responsible for the record of attendance and engagement activity and will submit the earned APs to the board for approval at the end of each year. The President and the TRF chair will not earn activity points and will adjudicate in case of the board failing to agree on any member’s award.

Section 3 - The club will donate to the Rotary Foundation Annual Programme amounts which over the medium term will equal \$1 for each AP awarded to all members and will transfer Recognition Points to individual members according to the number of APs they have been awarded, subject to the foundations minimum requirement of 100 recognition points to be transferred. Awards or balances below 100 will be carried forward to the next year . The Treasurer should ensure that club donations are made as appropriate and required and the TRF chair should put forward transfer of Recognition Points forms to TRF.

Section 4 – Funding for the donations to TRF will come from the Veselá Koruna or “Happy Crown” weekly collection at club meetings and from a percentage withheld from fund-raising activities to be decided by the board as needed to maintain the club’s charitable reserves, or other events organized specifically for raising funds for TRF.

Section 5 - All members except new members who joined during the current period and members given leave of absence are expected to engage in the life of the club, to attend a minimum of 6 club meetings during the year and earn at least 20 APs in each year. The membership committee chair will discuss non-engagement with any member not meeting this standard in order to encourage their participation and following the discussion report to the board and make any recommendation appropriate about the continuance of those members in the club.

Article 10 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. Committee members should be encouraged to serve on the same committee for three years to develop expertise and to ensure continuity. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of their year in office as president. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

1. **Membership**
This committee should develop and implement a comprehensive plan for the recruitment, Rotary education, involvement and retention of all members. See also Article 9, section 5 above and Article 14.
2. **Service Projects**
This committee should propose and organize or coordinate projects that raise funds or otherwise address the needs of the local community and communities in other countries. These activities should be aligned with the principles and objectives of Rotary International.
3. **Youth Service**
This committee develops and implements plans for the club to participate in Rotary youth exchange programs both as a host and as a sponsor of outbound exchange students; organizes attendance at RYLA camps; coordinates with Rotaract and Interact clubs in the area and instigates other youth-related activities.
4. **PR**
This committee will include the webmaster and will guide and coordinate public relations actions in support of the clubs activities including the club’s website, facebook and other social media.

5. Rotary Foundation

The Rotary foundation committee is responsible for activities that support fund raising for the Rotary Foundation; education of members about the foundation and its aims; encouraging members to contribute to the foundation; supporting and organizing club nominations for Paul Harris Fellowship and supporting projects that involve District or Rotary Foundation grants.

6. International Committee

This committee arranges or coordinates activities with international clubs and visiting members. It will maintain a database of foreign visitors to club meetings for the further development of the clubs activities.

Additional ad hoc committees may be appointed by the board as needed.

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

(b) Each committee shall transact the business delegated to it in these bylaws and such additional business as may be referred to it by the president or the board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

Article 11 Objectives of Committees

The annual objectives of all committees shall be established and reviewed by the president for his or her year. In guiding the goals of each, the president shall reference to appropriate RI materials, the interests of the members and the traditions and resources of the club.

Each committee should have clearly defined goals, and action plans established by the beginning of each fiscal year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 12 Leave of Absence

At the discretion of the Board, a leave of absence may be granted excusing a member from attending the meetings of the club. The board should review and approve all leaves of absence requests of 90 days or more

Article 13 Finances

Section 1 – Prior to the beginning of each fiscal year, the incoming board shall prepare a budget of estimated income and expenditures for the year. The budget and accounting of the club shall clearly distinguish operating income and expense from income and expense relating to charitable or service activities. The budget will mark the limit of expenditures for these purposes, unless otherwise approved by the board.

Section 2 – The treasurer shall deposit all club funds into the club's accounts at UniCredit Bank. Club funds shall be divided into two separate parts: club operations and charitable funds and reserves.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by the treasurer and at least one other officer or director. Individual expense items exceeding 20,000Kc must be approved by the President. The approval may be in the form of a signature on the invoice or an email to the treasurer. The Treasurer will maintain appropriate documented records of receipts and expenditure and ensure the required accounting records are maintained and statutory reports filed with the relevant authorities.

Section 4 – The fiscal year of this club shall extend from 1 July to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made in July and January of each year on the basis of the membership of the club on those dates and as required in compliance with RI and District constitutions.

Section 5 – The board may from time to time appoint an independent expert or other club member to review the clubs accounting records and bank accounts.

Article 14 Method of Nominating New Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the Membership Committee by the sponsoring member. A transferring or former member of another club may also be proposed to active membership by the former club.

Section 2 – The Membership Committee shall ensure that the prospective member meets all the requirements for membership of Rotary International and our club. These will include but not be limited to an applicant having attended at least three club meetings prior to nomination. If the membership committee believes the candidate to be suitable, candidates will be required to give an address to the members at a meeting. This address may be recorded so that all members have an opportunity to review the candidate’s address even if they could not be present at the meeting. Members will have a minimum of 7 days from the posting of this recording on line and distribution of the link to make any objections known to the chair of the membership committee.

Section 3 – The Membership Committee will consider and respond to any objections and make a final recommendation to the board which shall approve or disapprove the nomination within 10 days of its submission and shall notify the members of the club at a regular meeting.

Section 4 - The membership committee will inform the sponsor of any rejected proposal and the sponsor must communicate the decision to the candidate.

Section 5. Following the board’s decision to accept a positive recommendation the Secretary shall advise the applicant that upon payment of the joining fee and pro-rata dues for the fiscal year, the applicant shall be accepted for membership of the club. In addition, the Secretary will add the new member information to the member register on the club’s website and the District 2240 website as required.

Section 6 – Following the successful nomination and payment of the joining fee and dues, the president and membership committee shall arrange for the new member’s induction, membership card, and new member Rotary literature.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Section 8 – For the avoidance of doubt, no individual member has a veto over any candidate that is recommended by the Membership committee and the board is not bound to accept any member’s objections.

Article 15 Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 16 Usual Order of Business for Regular club meetings

Meeting called to order
Toasting as directed by the chair
Introduction of visitors
Correspondence, announcements, and Rotary information
Passing of the Veselá koruna
Committee reports if any
Any unfinished business
Any new business.
Address or other program features
Adjournment

The President or presiding officer can vary the order of business or introduce new elements as required.

Article 17 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 mailed to each member at least seven (7) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and Bylaws of RI.

Approved by the board and the members on ...25 March 2019.....

Signed:
President 2018-2019