

SHOW ME ROTARY LEADERSHIP INSTITUTE PLANNING COUNCIL BY-LAWS

1. Name. This organization is known as the Show Me Rotary Leadership Institute Planning Council.

2. Purpose and Mission. The purpose of the Council is to implement the mission of the Show Me Rotary Leadership Institute, which is to: “Motivate and educate incoming presidents, secretaries and other officers to provide leadership at the club level”.

3. Membership. The Council is composed of thirty regular members (ten members from each of the three districts), plus the ex-officio members listed in Section 4. The ten representatives from each district are: the District Governor, the District Governor Elect, the District Governor Nominee, the immediate Past District Governor (or the most recent past district governor available to serve), and six Rotarians appointed for staggered terms of three years each (as established in paragraph 5). The six appointed representatives must be either past district governors or past club presidents. A member of the Council must remain a Rotarian in good standing with his or her club.

4. Ex-Officio Members. Any current or past directors of Rotary International who are members of Show Me Rotary clubs are ex-officio members of the Council. All officers of the Council are ex-officio members as is the immediate past president of the Council. Ex-officio members have voting and all other privileges of regular membership.

5. Appointments. The District Governors appoint their six district representatives for membership on the Council. Prior to April 1 each governor appoints two representatives for a term of three years to replace those whose terms expire on April 30. The District Governors are also responsible for filling the unexpired terms of any vacancies on the Council for their respective districts. At least two of the six appointed representatives must be past club presidents who have not served as District Governor.

Once a Rotarian has served a full three-year term as an appointed member (disregarding service as a district governor, governor elect, governor nominee, or immediate past governor), he/she is not eligible for reappointment for one year.

6. Meetings. The executive committee and committee chairs shall meet with the DGE's after the Show Me Rotary Institute. The full Council shall meet soon after International Assembly and then the evening before Show Me Rotary. DGN's, once selected, shall be invited to attend all meetings and have full voting privileges of Council membership. DGND's, once selected, shall be invited to attend all meetings as observers without voting privileges. The president, after consulting the executive committee, establishes the times, manner, and places of the regular meetings, which normally occur in July/August and October/November. The executive committee may call special meetings of the Council. The president is responsible for preparing an agenda for each meeting and sending it to each Council member seven days before the meeting. District governors elect shall have a permanent item on the agenda before the start of committee reports and business items to inform the Council on their goals and aspirations for Show Me Rotary.

A) Telephone and web-based Meetings / Participation: Telephone and web-based meetings may be called as needed by the president, after consulting the executive committee, and may be in the place of any regular meeting. A member may participate in a meeting by telephone or web-based method (with the member responsible to arrange the telephone or web-based method).

B) Quorum: A quorum of the executive committee requires the participation by six of the eight members. A quorum of the Council requires the participation by six of the ten members of each District.

C) Proxy: An officer or member may designate a proxy to cast his or her ballot. Such proxy shall be in writing and signed by the person making such proxy. The proxy shall be entitled to vote as proxy for the non-attending officer or member represented. A proxy may only be given to another voting member of the Council.

7. Officers. The Council offices are 1) president, 2) president elect 3) secretary, and 4) treasurer. An officer shall be a Rotarian in good standing; have completed a term as District Governor of a member District; and served as a member of the Council. An officer must remain a Rotarian in good standing with his or her club.

8. Committee Members and Chairs. The Council shall be organized into seven primary committees, with each chair reporting directly to the President. The committees shall be: Administration; Training; Operations; Program; Arrangements; Registration; and Youth Services. The executive committee may assign subcommittees to primary committees as needed. Executive committee members are not prohibited from serving as primary committee chairs or subcommittee chairs. The Council president nominates members to all committees and appoints chairs, with the exception of the executive and nominating committees. The president's nominations shall be furnished to Council members prior to July 1st of each year. Those nominations shall be voted on at the Council meeting in July/August and if approved, become effective immediately.

The President may nominate adjunct members, including District Trainers, as needed to accomplish the purpose and mission of the Council at such times as needed. The term of the appointment of such adjunct members shall commence when made by the president and end with the president's term of office. Adjunct members do not have voting privileges of regular membership.

In addition to the primary committees, there shall be the following subcommittees: President-Elect Training, Secretary Training, Food & Facilities, Speakers, Evaluation, Audit and Sergeant at Arms. Special or ad hoc committees may be appointed as needed for a one-year period at the discretion of the president.

9. Executive Committee. The executive committee, chaired by the president, is composed of the following: the four officers of the Council, the immediate past president, and the three district governors elect (district governors nominees for actions and meetings between April 1 and their election by Rotary International). The committee meets at the call of the president when decisions must be made between the scheduled Council meetings and the president states it is impractical to call a special meeting of the Council. Electronic or teleconference meetings may be held under the terms of paragraph 6A, subject to terms of paragraph 6B.

10. Election of Officers. Officers for the subsequent year are elected during the January/February meeting of the Council. A nominating committee consisting of the two most recent past presidents of the Council (with the immediate past president serving as chair) and the three district governors is responsible for recommending a slate of officers for the subsequent year. The committee's recommendations shall be furnished to each member of the Council at least 30 days before the January/February meeting. Additional nominations may be made from the floor at that meeting.

The president, the president-elect and secretary assume office May 1. The treasurer assumes office on July 1. The officers should be rotated among the Districts if qualified applicants are available. Any person elected to a position on the executive committee shall vacate any appointed position with the Council

11. Appointment of Vice-President: Upon taking office as president, the president shall select one past president of the Council to serve as vice-president during the president's term. The role of the vice-president is to replace the president in case of temporary or permanent inability to serve. The vice-president is a non-voting member of the Council (unless becoming president).

12. Removal from Office: An officer of the Council may be recommended for removal by four members of the executive committee. After thirty (30) days' notice of the recommendation to the entire Council, removal occurs upon the affirmative vote of two-thirds of the entire Council and a majority vote of the ten representatives of each District.

If the President resigns, is removed, or dies in office, the Vice President becomes President. If any other officer of the Council resigns, is removed, or dies in office, the President shall nominate a qualified Rotarian who takes office upon a majority vote of Council.

13. External advisory committee. When deemed necessary by the President or approved by a majority of Council members at a regular meeting, the President shall appoint an advisory committee composed of three Rotarians from each district, who attended Show Me Rotary as club presidents elect. The term of an advisory committee shall end at the end of the appointing president's term. Each advisory committee shall make a report to the Council.

14. Requests for membership by District: If a Rotary District requests membership in Show Me Rotary, the President shall appoint a committee to investigate the request. The committee shall consist of four members of the Council appointed by the President, and one member from each district (who need not be a current member of the Council) appointed by the respective District Governor. Upon report of the committee, the Council shall vote on it. To be accepted for membership, the District must agree to accept the governance of these by-laws and commit to at least a three-year membership. The acceptance must be approved by two-thirds vote of the entire Council and a majority of the ten representatives of each District.

15. Withdrawal from membership by District: If a member District wishes to withdraw from Show Me Rotary, it shall notify the President of Show Me Rotary eighteen (18) months before the date of the first Show Me Rotary in which it will not participate. Notice shall be signed by the then District Governor, the District Governor Elect, and District Governor Nominee of the

withdrawing District. A withdrawing District shall have no right or claim upon any funds or property of Show Me Rotary Leadership Institute Planning Council.

16. Finances. The Show Me Rotary meetings, and the activities of the Council, are self-sustaining through registration fees, sales of materials, and other income. Districts are not expected to provide financial support except in an emergency. Districts are expected, however, to collect registration fees for the club presidents-elect and seventy percent of the secretary's registration fees in their districts regardless of their attendance at Show Me Rotary. This is done to encourage attendance, pay for materials furnished all presidents elect, and provide the Council with a known amount of revenue. The Council should maintain a reserve balance of at least eighty percent (80%) of one year's anticipated expenses.

17. Records and Funds. The Council maintains its own records and funds. The treasurer shall make regular reports to the members of the Council. A review of the financial records is conducted on an annual basis by the audit committee, with a report provided to the Council. The Treasurer shall file the annual information return required by the Internal Revenue Service, and shall renew the state sales-tax exemption as may be required in a timely fashion, normally every three years.

18. Fiscal Year. The fiscal year of the Council begins on July 1 and ends on June 30.

19. Amendment or Repeal of By-laws. Notice of intent to amend or repeal these By-laws (including any repeal that would dissolve the Council) and the recommended changes must be furnished to all Council members at least fourteen days before the Council meeting when the changes will be considered. Approval of such changes requires the affirmative votes of two-thirds of the ten members from each district.

20. Formal Review. In the Rotary year following the meeting of each Council on Legislation, the President shall appoint a committee to review the By-laws and recommend changes or additions.

21. Multi-district Activities. The Council operates within the guidelines of the current Rotary Code of Policies and Manual of Procedure including the provisions for districts entering into such agreements or withdrawing from them.

22. Effective Date. If approved by the Council these By-Laws shall become effective on April 1, 2015.

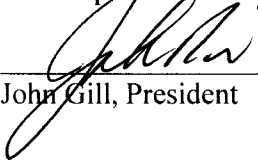
Certificate of Adoption

I, Raymond E. Plue, certify that I am the Secretary of the Show Me Rotary Leadership Institute Planning Council and that the foregoing By-laws were properly approved and adopted at a meeting of the Council on 30 January 2015

Raymond E. Plue
Raymond Plue, Secretary

30 Jan 2015
Date

I, John Gill, certify that I am the President of the Show Me Rotary Leadership Institute Planning Council and that the foregoing By-laws were properly approved and adopted at a meeting of the Council on Jan. 31, 2015.



John Gill, President

Jan. 31, 2015

Date