ROTARY CLUB OF PARKER (CO)

~ BYLAWS ~

Member of Rotary International | Member of Rotary District 5450

Revised: April 23, 2026

This version supersedes all prior versions of the Club Bylaws.

ARTICLE I BOARD OF DIRECTORS

Section 1 — Officers, Directors, and Appointive Positions

The governing body of this Club shall be the Board of Directors, consisting of the Officers and the Directors described below. The Officers of the Club constitute the membership of the Executive Committee of the Board of Directors. The Rotary Club of Parker Foundation will be represented on the Club's Board of Directors by its President and a second designated Board member as provided in Article III, Section 1-B, each of whom shall have one-half vote.

Officers (4 positions, one-year terms):

President (or Co-Presidents)

President-Elect (or Co-President-Elects)

Secretary

Treasurer

Directors (5 positions, two-year terms):

Club Service

Community Service

International Service

Youth Services

Membership

Appointive positions (at discretion of President or Co-Presidents):

The President or Co-Presidents may appoint chairs for the following functions as they deem appropriate for the Rotary year: Sergeant-at-Arms, Fundraising, Communications, Grants, and Vocational Services. Appointees in these roles are not members of the Board of Directors and do not attend Board meetings in an official capacity unless separately serving in a Board role. The President or Co-Presidents shall report on the activities of any filled appointive functions to the Board at each regular Board meeting.

Section 2 — Terms of Office

The terms of office for Officers shall be one year commencing July 1. The terms of office for Directors shall be two years. After completing an initial two-year term, a Director may continue in the same position on a year-to-year basis, without committing to a new two-year term, until a successor is elected or the Director steps down. The Board shall annually confirm the continuation of any Director serving on a year-to-year basis. The Foundation representatives on the Club's Board will be designated in accordance with the Foundation Bylaws and Article III, Section 1-B of these Bylaws.

Section 3 — Board of Directors Policies

The Board of Directors may implement the provisions set forth in these Bylaws through Board Policies established at a meeting of the Board when a quorum comprising at least 51% of the Officers and Directors are present, with approval requiring at least 51% of those present. Such Board Policies shall remain in force until amended, replaced, or revoked by the Board. At the sole direction of the President, an ad-hoc Board Policy may be established by a majority vote of the Executive Committee; such a policy shall have effect only until the next scheduled meeting of the Board of Directors, at which time it shall lapse unless ratified by the Board.

Section 4 — Vacancies

A vacancy in the Board of Directors, any office, any Officer-Elect, or any Director-Elect shall be filled by action of the remaining members of the Board of Directors.

Section 5 — Board Headcount and One Vote Per Person

(a) Any Board member may hold more than one Officer or Director position concurrently.

(b) Regardless of the number of positions held, each individual shall cast no more than one vote on any matter before the Board.

(c) At all times, the Board of Directors shall include no fewer than 6 distinct individuals. Co-holders of any single position are counted jointly as one position for purposes of this minimum. If the Board falls below this minimum due to vacancies, the remaining Board members shall fill vacancies under Section 4 as promptly as practicable.

(d) Individuals serving in any voting capacity on the Club Board are subject to the Foundation's restriction on simultaneous service as a Member Trustee of the Rotary Club of Parker Foundation, regardless of the number of positions held.

Section 6 — Global Interpretive Rule for Co-Held Positions

References in these Bylaws to any office or position held by a single individual shall be construed to include two or more individuals co-holding that position in accordance with Article III, Section 1-A, unless the context expressly requires otherwise.

ARTICLE II ELECTION OF OFFICERS AND DIRECTORS

Section 1 — Nominating Committee

A Nominating Committee shall be formed each year to nominate Officers and Directors for presentation to the general membership. The Nominating Committee shall consist of the President-Elect, who shall act as Chairperson, the Immediate Past President, and a minimum of one up to a maximum of three non-Board members elected by the general membership. The President-Elect may also appoint up to three Past Presidents as members of the Nominating Committee. The non-Board member(s) shall be elected at a regular club meeting at least one month prior to the Annual Meeting in December. The regular meeting at which the non-Board member or members will be elected shall be announced at least one week prior to that meeting and published in the newsletter prior to the meeting. If more than three nominations for the non-Board member positions are taken from the floor, voting shall be cast by secret ballot at the meeting.

In selecting nominees for Director positions, the Nominating Committee should give consideration to term staggering so that approximately two or three of the five Director positions are elected or confirmed in any given year, reducing the annual recruiting burden and providing continuity of institutional knowledge on the Board.

Section 2 — Nomination of Officers and Directors

The Nominating Committee shall select and interview candidates designated for President-Elect, Secretary, Treasurer, and any Directors up for election, and shall publicize and present to the general membership a list of nominated Officers and Directors at a regular meeting in November. At the meeting, the presiding officer shall present these nominations and shall ask for additional nominations for each specific position from the floor.

Section 3 — Qualifications for the Office of President

The President shall have been an active member of this Club in good standing for at least one year prior to nomination. Prior service on a Rotary Club Board of Directors or as a District Committee Chair or officer is strongly encouraged but not required. When two or more individuals co-hold the President position, each must independently satisfy this qualification.

Section 4 — Voting

The nominees, including those nominated from the floor at the regular meeting in November, shall be placed on a ballot in alphabetical order under each office for which there is more than one nominee and shall be voted on at the Annual Meeting in December. If there is only one nominee for any office, a voice vote or show of hands will be sufficient. Those candidates receiving a majority of the votes shall be declared elected to their respective offices.

Section 5 — Vacancies

A vacancy in the Board of Directors, any office, any Officer-Elect, or Director-Elect shall be filled by action of the remaining members of the Board of Directors.

ARTICLE III DUTIES OF OFFICERS

Section 1 — President

The President, except as otherwise provided for herein, shall preside at meetings of the Club and Board of Directors and perform such other duties as ordinarily pertain to this office. The President shall be an ex-officio member of all committees and as such shall have all the privileges of membership thereon.

Section 1-A — Co-Held Positions

(i) Two or more individuals may co-hold any officer or director position, upon approval by the membership for officer positions or by the Board for director positions. Co-holders jointly exercise the rights and responsibilities of the position. While two co-holders is the most common arrangement, more than two may co-hold a position when circumstances require.

(ii) At each Board meeting, co-holders of any position shall declare at the start of the meeting, before any vote is called, which of them will cast that position's vote. Only the declared individual may vote in that capacity during that meeting. If circumstances change on the day of the meeting, the declaration may be updated verbally before any vote is called, with the change noted in the minutes.

(iii) In the event of a tied vote of the Board of Directors, the presiding President or Co-President, or the President-Elect when presiding in the absence of the President or Co-Presidents, shall cast one additional deciding vote to break the tie.

Section 1-B — Foundation Corporate Trustee Representation

(i) The Club's Corporate Member seat on the Rotary Club of Parker Foundation Board of Trustees is represented by two individuals: the Club President (or one designated Co-President) and one other Board member designated annually by the Club Board of Directors. Each representative holds one-half of the Corporate Member's combined vote.

(ii) Before July 1 of each year, the Club Board shall designate in writing to the Foundation Secretary which Board member other than the President will serve as the second Corporate Trustee representative for that year. That designation may be changed by written notice to the Foundation Secretary at any time.

(iii) When Co-Presidents serve, they shall designate in writing to both the Club Secretary and the Foundation Secretary which of them will hold the President's one-half Corporate Trustee vote for that year. That designation may be changed by written notice at any time, including on the day of a Foundation meeting before any vote is called, with the change declared on record.

(iv) At each Foundation Board meeting, before any vote is called, the Corporate Trustee representatives shall declare on record which individuals are present and authorized to vote for the Corporate Member at that meeting.

Section 2 — President-Elect

The President-Elect shall perform such duties as may be prescribed by the President or Board of Directors. In the absence of the President, the President-Elect shall preside at meetings of the Club and Board of Directors. The President-Elect should utilize their time in this position to prepare for their term as President and may at times be delegated responsibilities of the President.

Section 3 — Secretary

The duties of the Secretary are: to keep the records of membership; record attendance at meetings; send out notices of meetings of the Club and Board of Directors; take and preserve the minutes of such meetings; prepare and submit the required reports to Rotary International and to District 5450, including the semiannual reports of membership, which shall be submitted to the General Secretary on January 1 and July 1 of each active or honorary member. In addition, the Secretary shall prepare the monthly report of attendance at club meetings, collect and remit to Rotary International subscriptions to The Rotarian, and perform such other duties as usually pertain to this office. Minutes prepared by the Secretary shall be provided to all members of the Board of Directors no later than 30 days of the respective meeting for which they were taken.

Section 4 — Treasurer

It shall be the duty of the Treasurer to have custody of all Club funds. The Treasurer shall prepare an accounting for the membership semiannually, reporting the information at the appropriate Club Assemblies. Such accounting shall include a balance sheet and income statement with budget comparisons. At all Board meetings and upon request by the Board of Directors, the Treasurer shall present an accounting of funds and perform such other duties as pertain to this office. Upon leaving office, the Treasurer shall turn over to the successor or to the President all funds, accounting books and/or computer programs used for Club accounting or any other Club property in his or her possession. The Treasurer shall be responsible for timely filing of all governmental reports and tax returns. The Treasurer shall monitor actual income and expenses in comparison to the budget and report any variances to the Board in quarterly reports. The Treasurer shall send semiannual dues for each member to Rotary International and to District 5450 as required.

Section 5 — Appointive Positions

The President or Co-Presidents may appoint a Logistics Coordinator or other volunteer to assist with meeting operations and other non-Board functions. Such appointees serve at the pleasure of the President or Co-Presidents and are not members of the Board of Directors.

ARTICLE IV MEETINGS

Section 1 — Annual Meeting

An annual meeting shall be held each year, preferably in early December though never later than January, at which time the election of Officers and Directors to serve for the ensuing year will take place.

Section 2 — Regular Meetings

The regular weekly meetings of this Club shall be held on Thursdays at a time established by the Board of Directors. Alternate meetings and/or events in lieu of any regular weekly meeting may be authorized by action of the Board of Directors. The President, or other Club officer designated by the President, may direct that any Club meeting be canceled due to adverse weather, local or national emergency, or other event that might otherwise endanger the safety of participating Club members or guests.

Section 3 — Club Assemblies

At least two Club Assemblies will be held each year. The first Club Assembly shall be held as soon after July 1 as possible. The purpose of the July Assembly will be to discuss the Club's planned goals, activities, programs, and Club operating and service area budgets for the new Club year. The second Club Assembly, as described in Section 1 above, shall count as one of the two required Club Assemblies. Fifty percent (50%) of the active membership shall constitute a quorum. The President may call additional assemblies as deemed necessary. The determination of whether a quorum is present at any Club Assembly shall rest with the Club Secretary.

Section 4 — Board of Directors

The Board of Directors shall meet at least once each month at the time and place designated in advance by the President. The President, or in his/her absence the President-Elect or other Club Officer, shall preside over these meetings. Special meetings of the Board may be called by the President whenever deemed necessary or upon the request of two Directors. A quorum of the Board of Directors shall be at least fifty percent in attendance. Attendance by any active member at a Board meeting is encouraged and is considered a make-up. The determination of whether a quorum is present at any meeting of the Board of Directors shall rest with the Club Secretary.

Section 5 — Electronic and Remote Participation

(a) Members attending any regular, special, or annual meeting via video conferencing, telephone, or similar real-time electronic means shall be counted as present for purposes of quorum and voting, to the same extent as members attending in person.

(b) Members attending remotely may cast votes by any real-time method made available by the meeting host, including video show of hands, chat window response, host-administered polling, or other equivalent means. Votes cast by remote participants count equally with votes cast in person.

(c) For any membership meeting requiring a vote, the President or Co-Presidents may authorize members to submit votes by email or other electronic means before the meeting is called to order. Pre-meeting votes are included in the vote count, and members who submit pre-meeting votes are counted toward quorum.

(d) Remote members may make floor nominations through the real-time communication method available at the meeting.

(e) The President or Co-Presidents shall ensure that meeting logistics permit meaningful remote participation, including the ability to hear, be heard, and cast votes.

ARTICLE V FEES, DUES AND COSTS

Section 1 — Admission Fee

An admission fee established annually by the Board of Directors shall be paid before an applicant is considered an active member. This admission fee is not applicable to honorary members or transferring or former members of a Rotary Club.

Section 2 — Dues

Active Membership dues shall be established annually by the Board of Directors. Changes in Active Membership dues shall be submitted to the active Club membership at a Club meeting for approval. If a

Club annual operating budget presented to the Club members for approval includes an increase in Active Membership dues, the Club annual operating budget and the increase in Active Membership dues shall be separately presented to the members for approval. Annual Club dues include RI member dues, a subscription to The Rotarian magazine, District member dues, and Club operating expenses. The Board of Directors may authorize additional assessments necessary to cover any other Rotary International or District member assessment or other assessment approved by the Board. Each active member will be billed in advance each fiscal quarter for dues and other incurred costs.

(a) Billing. Invoices are due and payable upon receipt. Bills not paid within 31 days of mailing shall be considered delinquent and the Treasurer shall follow up with the delinquent member. Periodically the Treasurer will submit an aged accounts receivable list to the Board. The Board shall take action to resolve outstanding balances on accounts which are 61 days past due. Members whose accounts reach 91 days past due may be subject to termination upon recommendation of the Board.

(b) Honorary Members shall pay no Club dues or admission fees. Honorary Members shall normally pay for their meal when attending a meeting and the costs associated with attending other Club activities if applicable.

Section 3 — Leave of Absence

Dues for active members on a Leave of Absence shall be established annually by the Board of Directors.

ARTICLE VI AVENUES OF SERVICE

The Avenues of Service are the philosophical and practical framework for the work of this Club. They are Club, Vocational, Community, International, and Youth Service. This Club will be active in each of the Avenues of Service. All five Avenues remain active through the work of the Club's directors, committee chairs, and members. Vocational Service and other Avenues without a dedicated director are carried out through member-led activities and presidential appointees as described in Article I.

ARTICLE VII METHODS OF VOTING

The business of this Club is conducted by voice vote or a show of hands except in the election of Officers and Directors where more than one nominee exists for a position, which is conducted by written ballot. The Board of Directors may also provide for a vote to be conducted by ballot on some resolutions or specific issues referred to the membership for approval.

ARTICLE VIII COMMITTEES

Section 1

Club committees are charged with carrying out the annual and long-range strategic goals of the Club. The chairs of the Club Service, Community Service, International Service, Youth Services, and Membership committees are elected to their positions and serve as Club Directors as described in Article I above. Duties and responsibilities of each committee are set forth by Board Policies established by the Board of Directors. The Board of Directors may establish additional committees or sub-committees for other purposes.

With consent of the Board of Directors, committees may operate as joint committees in collaboration with other Rotary clubs.

Section 2

The President is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3

Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

Section 4

The duties of all committees may be established in position descriptions defined in one or more Board Policies and/or as assigned by the President for their year.

ARTICLE IX FINANCES

Section 1 — Budget

Prior to the beginning of each fiscal year, the Board of Directors shall prepare or cause to be prepared a budget of estimated income and expenditures for the year. The budget shall be broken into two separate parts: one in respect to Club operations and one in respect to charitable/service operations. The Board of Directors shall present the budget for approval of the membership no later than the first meeting in August.

Section 2 — Bank Account

The Treasurer shall deposit all dues received and other funds of the Club in a bank account approved by the Board of Directors. All bills shall be paid by checks signed by two Officers or by debit/credit card. Debit/credit card expenditures shall be approved by two Officers.

Section 3 — Finance Committee

A thorough review of the Club's financial procedures, records, and reports for each fiscal year ending June 30 shall be conducted by a Finance Committee. Results of the financial review shall be presented to the Board of Directors no later than September 1. The Finance Committee shall consist of a Club officer and two active members appointed by the President. Alternatively, the Board of Directors is authorized to appoint an accountant or other financial professional to perform a review or audit of the Club's financial procedures, records, and reports, or for the preparation of tax returns, the cost of which shall be paid from Club operating expenses.

Section 4 — Bond

Officers having control of funds shall give bonds as may be required for the safe custody of the funds of the Club. Cost of the bond shall be borne by the Club.

Section 5 — Fiscal Year

The fiscal year of this Club shall extend from July 1 through June 30. The payment of per capita dues and magazine subscriptions to Rotary International shall be paid as prescribed by Rotary International and Rotary District 5450.

Section 6 — Fundraising

Fundraising activities of the Club are overseen by the President or Co-Presidents, who shall appoint one or more Fundraising chairs as needed for each Rotary year. Fundraising chairs report to the President or Co-Presidents and are not members of the Board of Directors unless separately serving in a Board role. The President or Co-Presidents shall report on fundraising activities and financial results to the Board at each regular Board meeting.

ARTICLE X LEAVE OF ABSENCE

Upon written application to the Board of Directors, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the Club from the LOA acceptance date for a minimum of one quarter and a maximum of one year. A member may apply for one extension of one year. A member on leave of absence shall pay dues as set forth in Article V, Section 3.

ARTICLE XI METHOD OF ELECTING MEMBERS

Section 1 — General Qualifications for Membership

This Club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Section 2 — Active and Honorary Members

There are two types of membership in Rotary: Active and Honorary. Active members are classified in accordance with the member's business or profession. Honorary members have distinguished themselves in service to the Rotary ideal; they cannot vote in Club elections or be elected to Club office, hold no classification, and pay no Club dues or admission fees.

Section 3 — Business Membership

This Club will consider authorizing Business Memberships for any business entity in the Parker area. The Business Membership program is detailed in Addendum 1 of this document. Procedures to be used for election of a business may be established by Board Policies.

Section 4 — Electing a New Active Member

In order to become an active member, the individual must meet the above membership qualifications and obtain the approval of the Club's Board of Directors. Procedures to be used for election of a new active member may be established by Board Policies.

Section 5 — Electing an Honorary Member

Procedures to be used for election of an honorary member may be established by Board Policies.

ARTICLE XII RESOLUTIONS

The Club shall consider no resolutions or motions to commit this Club on any matter until the Board of Directors has considered it. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board of Directors without discussion.

ARTICLE XIII ORDER OF BUSINESS AT REGULAR MEETINGS

As a general rule, the routine order of business will follow a basic outline as established by Board Policies. As a minimum, the Pledge of Allegiance and 4-Way Test shall be recited at the start of each regular meeting.

ARTICLE XIV ROTARY CLUB OF PARKER FOUNDATION

The Rotary Club of Parker has established a Rotary Club of Parker Foundation. The Rotary Club of Parker Foundation is administered by a separate Board designated by the Bylaws of that Foundation.

ARTICLE XV INDEMNIFICATION

Section 1 — Liability

Neither the Board of Directors nor any member of the Board of Directors shall be personally liable for the debts, liabilities, or other obligations of the Club.

Section 2 — Indemnification

This Club, by its Board of Directors, to the maximum extent permitted by Colorado State law, shall have the power to indemnify each of the Club agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding by reason of the fact any such person is or was an agent of the Club, and shall have the power to advance to each such agent expenses incurred in defending such proceeding to the maximum extent permitted by law. For the purpose of this article, an "agent" includes any person who is or was a Director, Officer, employee, member of a committee, individual member, or other agent of the Club, serving as such at the request of the Board of Directors. This provision does not apply to gross misconduct or unlawful acts.

ARTICLE XVI ABUSE AND HARASSMENT POLICY

The Rotary Club of Parker shall adopt the Abuse, Harassment, Discrimination, and Youth Protection Policies consistent with such policies established by Rotary District 5450.

ARTICLE XVII AMENDMENTS

These Bylaws may be amended at any regular meeting in which 50 percent of the active membership is present, with approval by two-thirds of all active members present, provided that notice of such proposed amendment shall have been mailed or distributed to each member at least ten days before such meeting. The determination of whether a quorum is present to amend these Bylaws shall rest with the Club Secretary. Any amendments or additions to these Bylaws not in accordance with the Club Constitution and/or with the Constitution and Bylaws of Rotary International shall not be valid. Amendments approved but subsequently determined to be not in accordance with the Club Constitution, Rotary Code of Policies and/or with the Constitution and Bylaws of Rotary International have no force.

ADDENDUM 1 ROTARY CLUB OF PARKER BUSINESS MEMBERSHIP PROGRAM

A Business Membership in the Rotary Club of Parker consists of one management individual (Business Member) and up to two staff members (Business Associates) within the same business. All are subject to the candidates satisfying the criteria for membership. The Business Member is recognized as the Active Member attending meetings and participating in the Club's business and activities. The designated staff member(s) (Business Associates) may serve as proxy for the management individual, attending meetings and participating in the Club's business and activities, including the privilege of a single Business Member proxy vote; thereby crediting the Business Manager for such attendance and participation. The Business Membership Program allows for input from a diverse community and wider participation in Rotary projects.

Financial Investment: Dues are established annually by the Board of Directors.

Approved by Club Membership: April 23, 2026