

Bylaws of the Rotary Club of Niagara Falls, Sunrise

ARTICLE 1: DEFINITIONS

1. **Board**: The Board of Directors of this Club.
2. **Director**: A member of this club's Board of Directors.
3. **Member**: A member, other than an honorary member, of this club.
4. **Quorum**: One third of the club membership; a majority of Directors for the Board
5. **RI**: Rotary International.
6. **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 a minimum of 5 members of this club, namely, the immediate past-President, President, Vice-President, President-elect (or President-nominee, if no successor has been elected), and secretary. The treasurer, and/or the sergeant-at-arms may also be considered for inclusion on the Board. The Board may also include Committee Chairs. At the discretion of the board Directors can be elected in accordance with article 3, Section 1 of these bylaws.

ARTICLE 3: ELECTION OF DIRECTORS AND OFFICERS

Section 1: 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, Vice-President, Secretary, treasurer, sergeant-at-arms and Directors. The nominations may be presented by a nominating Committee, or by members from the Board, by either or by both as a Club may determine. If it is determined to use 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 Vice-President, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for Director receiving a majority of the votes shall be declared elected as Directors. The candidate for President elected in such balloting shall be the President-nominee and serve as a Director for the year commencing on the first day of July next following the election, and shall assume office as President on 1 July immediately following that year. The President-nominee shall take the title of President-elect on 1 July in the year prior to taking office as President.

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Section 2: The officers and Directors, so elected, together with the immediate past President shall constitute the board.

Section 3: A vacancy in the board or any office shall be filled by action of the remaining Directors.

Section 4: A vacancy in the position of any officer-elect or Director-elect shall be filled by action of the remaining Directors-elect.

ARTICLE 4: DUTIES OF OFFICERS

Section 1: *DIRECTOR.* A Director shall attend club and Board meetings.

Directors may perform additional duties as assigned.

Section 2: *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 pertains to the office of President.

Section 3: *IMMEDIATE PAST PRESIDENT.* The immediate past President shall serve as a Director.

Section 4: *PRESIDENT-ELECT.* It shall be the duty of the President-elect to serve as a Director and to perform such other duties as may be prescribed by the President to the office of President. The President-Elect shall prepare for their year in office.

Section 5: *VICE-PRESIDENT.* It shall be the duty of the Vice-President to preside at meetings of the club and the board in the absence of the President and to perform other duties as ordinarily pertains to the office of Vice-President.

Section 6: *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, including the semiannual reports of membership by the dates prescribed by RI for each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in memberships; provide the monthly attendance report, which shall be made to the district governor and club membership committee within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 7: *TREASURER.* It shall be the duty of the treasurer to have custody of club funds, accounting for it to the club annually and at any other time upon demand by the board, and to

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perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the President all funds, books of accounts, or any other club property.

Section 8: *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.

ARTICLE 5: MEETINGS

Section 1: An annual meeting of this club shall be held on the first regular weekly meeting in December, or not later than 31 December, in each year, to elect the officers and Directors who will serve for the next Rotary year.

Section 2: The regular weekly meetings of this club shall be held on Thursday (day) at 7:30 a.m.. Reasonable notice of any or cancellation of the regular meeting shall be given to all club members. All members excepting an honorary member (or member excused pursuant to 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 members 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, or as otherwise provided in the Rotary club constitution for Niagara Falls Sunrise.

Section 3: Regular meetings of the Board shall be held monthly with time and place agreed to by the Board of Directors. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given.

ARTICLE 6: FEES, DUES AND LEAVES OF ABSENCE

Section 1: The admission fee shall be \$50.00, or such other amount as determined by the Board, shall be paid before the applicant can qualify as a member

Section 2: Membership dues shall consist of RI per capita dues, subscription fees to the Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual dues shall be in the amount of \$195. Membership dues shall be payable in accordance with the policies of the club as established by the Board.

Section 3: A member may obtain a *Leave of Absence* from the Club as described in the Club's Policy for Membership Leave of Absence.

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In order to obtain a Leave of Absence, a member must make a request to the President or Secretary of the Club. The request shall explain the reasons for the Leave of Absence and the expected duration for the leave. The request shall be brought for consideration to the next meeting of the Board of Directors. A leave of absence shall only be accepted by the Board if the member is a fully paid active member. A leave of absence shall not extend beyond the club's fiscal year end (June 30).

ARTICLE 7: METHOD OF VOTING

The business of this club is conducted by voice vote or show of hands except the election of officers and Directors, which shall be conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

ARTICLE 8: COMMITTEES

Section 1: Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. This club will be active in each of the five Avenues of Service.

The President-elect, President, and immediate past President should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency, The President-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

(A) Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

(B) Club Public Relations

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

(C) Club Administration

This committee should conduct activities associated with the effective operation of the club.

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(D) Service Projects

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

(E) The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Section 2: Additional committees may be appointed as needed.

Section 3: The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges-of membership.

Section 4: Except where special authority is given by the Board, committees shall not take any action until a report has been made and approved by the Board. The President or the Board shall refer additional business to a specific committee as needed.

Section 5: 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 9: FINANCES

Section 1: Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club general operations and one in respect of charitable/service operations.

Section 2: The treasurer shall deposit all club funds in financial institution(s) named by the Board divided into two separate parts: club operations and service projects.

Section 3: Bills are paid by the treasurer or other authorized officer when approved by two other officers or Directors.

Section 4: Signing authority with the financial institution includes the President, Treasurer, Past President, and Secretary. New signing officers are registered with the financial institution in July of each year.

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Section 4: A thorough annual review of all financial transactions shall be completed by a qualified person.

Section 5: An annual financial statement of the club shall be provided to club members.

Section 6: The fiscal year is from 1 July to 30 June.

ARTICLE 10: METHOD OF ELECTING MEMBERS

Section 1: A member shall provide a candidates name to the Board. A transferring or former member of another club may be proposed to active membership by the former club. The candidate shall be kept confidential unless the Board instructs otherwise.

Section 2: The Board shall ensure that the candidate meets all of Rotary's membership requirements.

Section 3: The Board shall approve or disapprove the candidate's membership within 30 days and shall notify the proposer of its decision.

Section 4: If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements and shall be asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

Section 5: If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, 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 membership), as prescribed in these bylaws, shall he considered to be elected to membership.

If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

Section 6: Following the election, the President shall arrange for the new members induction, membership card, and new member Rotary literature. In addition, the President or secretary will report the new member information to RI and the President will assign a member to assist with the new member's assimilation to the Club as well as assign the new member to a club project or function.

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Section 7: The club may elect honorary members proposed by the board.

ARTICLE 11: RESOLUTIONS

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions, are first offered at a club meeting, they shall be sent to the Board without discussion.

ARTICLE 12: AMENDMENTS

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member ten (10) days before the meeting that a quorum be present for the vote, and that two-thirds of the vote support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.