

Bylaws of the Rotary Club of Buffalo – Sunrise

Article 1 Name and Address

Section 1 – Name. The Name of this organization shall be known as the Rotary Club of Buffalo - Sunrise and shall be referred to in these By-Laws as “the Club”.

Section 2 - Address. The principal office of the Club shall be in the City of Buffalo in the State of New York. The Club may also maintain offices at such other places as the Board may, from time to time, determine and in compliance with the Rules of Rotary International.

Article 2 Definitions and Purpose

Section 1 – Definitions

1. Board: The Board of Directors of this Club
2. Director: A member of the Board of Directors of this Club
3. Member: A member, other than an honorary member, of this Club
4. RI: Rotary International
5. Year: A twelve-month period of the Club that begins on July 1

Section 2 – Purpose. The Club is organized as a local entity of RI. These bylaws cover the operation of the the Club and are in accordance with the RI suggested Club Constitution.

Article 3 Board of Directors

The governing body of this club shall be the Board consisting of at least five members of this club, namely, the president, president-elect (or president-nominee, if no successor has been elected and who shall serve and fulfill the duties of vice-president), immediate past president, secretary and treasurer, who, when elected, shall be considered directors of the Board and shall comprise the minimum numbers of directors of the Board. By election of the five-member Board, the sergeant-at-arms and one member-at-large, elected by the membership, may also serve as a director(s) on the Board. At the discretion of the board, additional directors can be elected in accordance with Article 4, section 1 of these bylaws. This number may be increased or decreased by amendment of these Bylaws by the Board but shall not be less than 5 members nor more than 15 members. If the Board seeks more than 15 members on the Board such increase must be approved by a majority of the quorum of members attending the Annual Meeting.

Article 4 Election of Directors and Officers

Section 1 - Election of Directors and Officers. 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 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 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 president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidate(s) for director receiving a majority of the votes shall be declared elected as director(s). 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.

Section 2 - Board Constituency. The officers and directors, so elected, together with the immediate past president and as per Article 3 of these ByLaws, shall constitute the board. Within one week after their election, the directors-elect shall meet and elect one member of the club to act as sergeant-at-arms.

Section 3 - Vacancies. A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4- Quorum and Adjournments. At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 5- Board Action. At all meetings of the Board, each director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Club shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book.

Section 6 - Telephone Meetings. Directors may participate in meetings of the Board through the use of a telephone, or live real-time electronic communications, if such can be arranged so that all Board members can hear all other members. The use of a telephone, or live real-time electronic communication, for participation shall constitute presence in person.

Section 7- Resignation and Removal. Any director may resign at any time by giving written notice to another Board member, the President or the Secretary of the Club. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such

resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board.

Section 8 - Liability. No director shall be liable for any debt, obligation or liability of the Club.

Article 5 Duties of Officers

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

Section 3 - Immediate Past President. It shall be the duty of the president-elect to serve as a director, to preside at meetings of the club and the board in the absence of the president, and to perform such other duties as may be prescribed by the president or 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, including the semiannual reports of membership on 1 January and 1 July of 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 membership; provide the monthly attendance report, which shall be made to the district governor 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 5 - Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club quarterly and at any other time upon demand by the board, and to perform other duties as pertain 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 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.

Section 7 - Succession. If the President is not able to fulfill the duties of their office, the order of succession shall be as follows with the President-elect filling the office, followed by the immediate past President, followed by the Treasurer filling out the

remaining term of the President.

Article 6 Meetings

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

Section 2 - Weekly Meetings. The regular weekly meetings of this club shall be held on Tuesday at 7:30 am at a place so designated by a consensus of the membership at the annual meeting for the ensuing year. Due notice of any changes in, or cancellation of, a regular meeting shall be given to all members of the club. If conditions prevent the club from meeting at said place as decided by the membership, the Board shall have the responsibility to secure another meeting place and, through notice by the Secretary, notify all members of the new meeting place. If such a meeting place cannot be secured by the Board for any meeting, the Secretary shall inform the members that no meeting shall take place for that week. 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 member's presence as so noted by the Secretary or the Secretary's designee.

All members, excepting an honorary member (or member excused pursuant to the standard Rotary constitution) are required to be 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 standard Rotary club constitution, article 9, sections 1 and 2.

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

Section 4 - Board Meetings. Regular meetings of the board shall be held bimonthly at a time and place so determined by the Board. 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.

Section 5 - Board Quorum. A majority of the directors shall constitute a quorum of the board.

Article 7 Fees and Dues

Section 1 - Admission Fees. There is no admission fee shall be to qualify the applicant as a member.

Section 2 - Membership Fees. The annual membership dues shall be \$980 *per annum*, payable to Buffalo Sunrise Rotary in quarterly installments. Fees to Rotary

International and RI District 7090 are payable to Rotary International and RI District 7090 semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

If a member resigns, transfers or is terminated from the Club during any given year, said member remains responsible for remittance of any and all meal assessments, pro-rated dues and accrued fines up until the effective date of resignation, transfer or separation.

Section 3 – Membership Contributions. Any member may contribute funds to the Club at any meeting, or at any time, for any purpose as the member deems compelled. Such funds, if not designated for a particular purpose or expense by the member at the time of such contribution, shall go into the General Fund of the Club and be so noted by the Treasurer and Secretary (or their designees) in attendance.

Section 4 – Sustaining Memberships: All members are encouraged to support The Rotary Foundation Annual Programs Fund of \$100 per year per member. Quarterly fees of \$25 are included on the invoices..

Article 8 Method of Voting

The business of this club shall be transacted by *viva voce** vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

(* Note: *Viva voce* vote is defined as when club voting is conducted by vocal assent.)

Article 9 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.

These five services are:

- Club Service – Focuses on strengthening fellowship and ensuring the effective functioning of the club.
- Vocational Service – Encourages Rotarians to serve others through their vocations and practice high ethical standards.
- Community Service – Covers the projects and activities of the club and undertakes to improve life its community.
- International Service – Encompasses actions taken to expand Rotary's humanitarian outreach around the globe and promote world understanding and peace.
- Youth Service - Recognizes the positive change implemented by youth and young adults through leadership development activities as RYLA , Rotaract and Interact , service projects, and creating international understanding with Rotary Youth Exchange .

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. 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:

- *Membership*: This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- *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.
- *Community and International 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.
- *The Rotary Foundation*: This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
- Each committee shall transact its business as is delegated to it in these bylaws 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. 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 Duties of Committees

Section 1 – Committee Duties. The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials. The service projects committee will consider the Avenues of Service when developing plans for the year.

Section 2 – Committee Mandates. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each 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, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 12 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. However, club members on Leave of Absence are still responsible for payment of RI and District Dues, RI magazine subscription, insurances, and other fees assessed to club members, with the exception of the meal assessment, for the duration of the Leave. Upon reinstatement after a leave of absence, member would then be responsible for paying all dues and fees, including meal assessments, from the time of reinstatement following the leave of absence.

Article 13 Finances

Section 1 – Board Budget Preparation. Prior to the beginning of each fiscal year, the Board shall prepare a 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 operations and one in respect of charitable/service operations.

Section 2 - Financial Committee. The Board shall constitute a Financial Committee that consist of the Treasurer, 2 Board members and 2 members not currently on the Board. The Treasurer shall act as the head of the Finance Committee.

Section 3 –Annual Budget. It shall be the duty of the Finance Committee to prepare, for the Officers and the Directors (collectively known as the Board in a timely manner to enable the Board to discuss, vote and disseminate to the membership an agreed upon (by the Board) budget not later than 45 days prior to the Annual Meeting.

Section 4 – Deposit of Funds. The Treasurer, or other authorized officer, shall deposit all club funds in a bank, named by the Board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 5 – Payment of Receivables. All bills shall be paid by the Treasurer or other authorized officer only when approved by two other officers or directors.

Section 6 – Accounting Practices. A thorough review of all financial transactions by a qualified person and in accordance with generally acceptable accounting principles (GAAP), shall be made once each year.

Section 7 – Funds Safety. Officers having charge or control of club funds shall give bond as required by the Board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 8 – Fiscal Year. The fiscal year of this club shall extend from 1 July to 30 June.

Section 9 – Treasurer’s Report. The Treasurer shall submit a written quarterly report for review to the general membership. All distributions will be included as income or expenses (including pass through funds).

Section 10 – Accounts. All funds shall be deposited into two so named accounts:

1. Operations Account
 - a. Revenue including dues, meals, Happy Dollars, fines etc.
 - b. Any and all excess funds in this account, at the end of the fiscal year, shall be subject, but not mandated, to transfer into the Charitable Account with the consent of the Board and the General Membership and shall be considered as a donation into said Charitable Account.
2. Charitable Accounts
These accounts shall include any and all funds from fundraising and any and all funds from operations so designated by vote of the membership.

Section 11 – Funds Distribution from the Charitable Account. Funds distributions from the Charitable Account shall take place on an annual basis. A separate Charitable Funds Distribution Subcommittee shall be named to identify and recommend recipients or organizations for such funds distribution and amounts of distribution to each recipient or organization. The distribution of such funds, with a reserve set aside for Critical Emergency funds, shall be subject to a vote of acceptance of the Subcommittee’s recommendations by affirmation by a majority of the general membership. After such a vote the funds shall be distributed by the Treasurer in a timely manner.

Section 12 – Critical Emergency Funding. The Club and the Subcommittee shall be sensitive to critical emergency needs that may occur throughout the year. As such, if such a critical emergency arises in the estimation of a member, that member may bring to the Subcommittee notice for critical emergency funding. The Subcommittee shall review said request and forward its recommendation for such critical emergency distribution to the Board for acceptance of its recommendations and distribution of said Critical Emergency funds.

Section 13 – Stewardship. Club shall exhibit transparent financing and good stewardship in all fiduciary responsibilities for Club operational and charitable accounts in accordance with RI guidelines.

Article 14 Method of Electing Members

Section 1 – Prospective Member Nominations. The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept

confidential except as otherwise provided in this procedure.

Section 2 – Board Review. The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – Approval/Disapproval. The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision.

Section 4 – Presentation to Membership. If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be presented to the full membership for a vote as to membership.

Section 5 – Election by Membership. If no 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, as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member shall be considered to be elected to membership.

Section 6 – New Member Induction. Following the election, the president shall arrange for the new member's 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.

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

Section 8 – Conflict of Interest. No member of Club shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with RI and the club. Each individual shall disclose to the organization any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter.

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 Order of Business

All meetings shall abide by the following procedure:

Meeting called to order.

- a. Pledge of Allegiance.
- b. Invocation
- c. Roll call

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

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 ten (10) 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.