

# Bylaws of the Rotary Club of Potsdam, New York

## Article I 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*: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a simple majority of the directors for club board decisions.
5. *RI*: Rotary International.
6. *Year*: The twelve-month period that begins on July 1st.

## Article 2 Board

The governing body of this club is its the board of directors, consisting of from seven (7) to eleven (11) members of this club not to exceed 50% of active membership, namely, two (2) to six (6) directors elected for staggered two-year terms in accordance with article 3, section 1, of these bylaws; and the president, president-elect), secretary, treasurer, and the immediate past president.

## 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, secretary, treasurer, and directors. Nominations may be presented by a nominating committee or by members from the floor. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made 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 directors 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 the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the current president-elect taking office.

**Section 2** - The officers and directors, so elected, together with the immediate past president shall constitute the board. The board shall elect some member of the club to act as sergeant-at-arms.

**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.

## **Article 4 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 club and board meetings in the absence of the President, and to perform such other duties as may be prescribed by the President or the board.

**Section 3 - *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, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, report changes in membership; ensure the timely updating of attendance records such that monthly reports to the district are accurate; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

**Section 4 - *Treasurer***. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to 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 5 - *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 (such as levying fines, collecting Happy Dollars, maintain order during meetings).

## **Article 5 Meetings**

**Section 1 - *Annual Meeting***. An annual meeting of this club shall be held no later than December 31st, at which meeting the election of the new president

nominee and other officers and directors to serve for the ensuing year shall take place.

**Section 2** - The regular weekly meetings of this club shall be held on Wednesday at 12 o'clock noon. Reasonable notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to article 10 of 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.

**Section 3** – Quorums:

- One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.
- A simple majority of the directors shall constitute a quorum at all meetings of the board.

**Section 4** - Regular meetings of the board shall be held monthly at a time mutually agreed upon 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.

## **Article 6 Fees and Dues**

The membership dues amount shall be recommended by the Board annually, with any changes in dues amount voted upon by the members at a regular club meeting. Dues shall be payable annually on the first day of July. Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment. Club members wishing to make dues payments semi-annually may do so by advance arrangement with the Treasurer.

## **Article 7 Method of Voting**

The business of this club shall generally be transacted by viva voce vote, show of hands, or by ballot as prescribed by the board. The board may determine that votes may be entered by direct communication with members via mail, electronic mail, telephone, or instant message (including texts), which shall be noted in the minutes. The Secretary shall be responsible for the proper recording of all votes.

## **Article 8    Committees**

**Section 1** - Club committees are charged with carrying out the annual and long-range goals of the club. 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.

The club's committees comprise those listed in article 11, section 7 of the Standard Rotary Club Constitution:

- Club Administration
- Membership
- Public Image
- Rotary Foundation
- Service Projects

As well as the following:

- Nominating
- Program
- Vocational Service

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

**Section 2** - The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

**Section 3** - 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 until a report has been made and approved by the board.

**Section 4** - 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 10 Duties of Committees**

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 make reference to appropriate RI materials. The committees will consider the five Avenues of Service when developing plans for the year. 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 11 Finances**

**Section 1** - 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** - The treasurer shall deposit all club funds in a bank(s) or other entity(ies) named by the board. The club funds shall be divided into two separate parts: club operations and service projects. The treasurer, president, and president-elect shall be authorized to sign signatory cards for all club accounts. Signature cards will be updated yearly in the month of July.

**Section 3** - All bills shall be paid by the treasurer or other authorized officer, and shall be submitted for board review and approval as part of the monthly treasurer's report at each monthly board meeting.

**Section 4** - A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5** - The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues may be divided into two (2) semiannual periods extending from 1 July to 31 December, and from January 1st to June 30th. The payment of per capita dues fees shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

**Section 6** - The treasurer shall provide an annual financial statement to all members of the club; and at the annual meeting provide a mid-year financial report showing current and previous year income and expenses.

**Section 7** - Two signatures will be required on checks relating to Rotary International grants.

## **Article 12 Method of Electing Members**

**Section 1** - The name of a prospective member, proposed by an active member of the club or received via direct submission to the club, shall be transmitted to the board, through the membership chair who will inform 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** - The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

**Section 3** - The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the membership chair or club secretary, of its decision.

**Section 4** - 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, and to permit his or her name and proposed classification to be shared with the club.

**Section 5** - The club will announce the prospective member's application to the club at a club meeting and via electronic mail to all members of the club following approval of the board and notification to the prospective member, per Sections 3 and 4 above. If no objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days, that person 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** - 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. The sponsor of the new member will assist with the new member's assimilation to the club, and the President will assign the new member to a club project or function.

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

## **Article 14 Resolutions**

The club shall not vote on 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 for consideration.

## **Article 15 Suggested Order of Business for Club Meetings**

- Meeting called to order
- Pledge of Allegiance
- Invocation/Reflection
- Introduction of visitors and guests
- Correspondence, announcements and Club traditions (song, 50-50, birthdays, fines, etc.)
- Committee reports, if any
- Any unfinished business
- Any new business
- Speaker or other program features
  
- Adjournment

## **Article 16 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 communicated to each member at least ten (10) days before such meeting. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies

Adopted March 15, 2006

Revised and adopted March 13, 2013

Revised and adopted <date>

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Romeyn Prescott, Club Secretary