

Bylaws of the Rotary Club of Shelton

Shelton Rotary Club, No. 82, District 5020

Approved by the Board: February 1, 2018

Approved by Membership: February 22, 2018

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. RI: Rotary International.
5. Year: The twelve-month period that begins on July 1.

Article 2 Board

Section 1 - The governing body of this club shall be the Board, consisting of 12 members of this club, six directors and six officers, namely President, President-Elect, Secretary, Treasurer, Executive Officer and the Immediate Past President. The Sergeant-at-Arms shall serve as an *ex-officio* member of the Board.

Section 2 – The six directors shall have two year terms, with three elected at the annual meeting each year. The officers shall have terms of one year with the exception of the Executive Officer who shall have a term of three years.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting at least one month prior to the meeting for election of officers, the President shall ask for nominations by members of the club for President-elect, Secretary, Treasurer and Executive Officer when the term for that office is going to expire and three directors. The nominations may be presented by members from the floor.

Section 2 – An annual meeting will be held in accordance with Article 5, Section 1 to elect officers and directors. 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-elect, Secretary, Treasurer and Executive Officer when the term for that office is going to expire, receiving a majority of the votes shall be declared elected to their respective offices. The three candidates for director receiving the most votes shall be declared elected as directors.

Section 3 – The officers and directors, so elected, together with the previous President-elect, who shall become President and the Immediate Past President, shall constitute the board. The newly elected board will assume office on July 1, following their election. Prior to assuming office, the newly elected board shall meet and elect some member of the club to act as sergeant-at-arms.

Section 4 – A vacancy in the board or any office shall be filled by action of the remaining board.

Section 5 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining board-elect.

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 and to perform such other duties as may be prescribed by the president or the board. The president-elect shall preside at meetings of the club and the board in the absence of the president.

Section 3 – *Secretary*. It shall be the duty of the secretary to keep membership records; 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 January 1 and July 1 of each year, and prorated reports 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; 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 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 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 5 – *Immediate Past President*. The duties of the Immediate Past President shall be those assigned by the President or the Board.

Section 6 – *Executive Officer*. It shall be the duty of the Executive Officer to assist with the action items from Board or general membership decisions. The Executive Officer will assist in new member orientation, answering member questions regarding R.I. and Club activities, and preparation of general information items for the club. The Executive Officer will serve a three-year term.

Section 7 – *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. The Sergeant-at-Arms shall serve as an *ex-officio* member of the board.

Article 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club shall be held at Noon on the first Thursday 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 – The regular weekly meetings of this club shall be held on Thursdays at Noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

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

Section 4 – Regular meetings of the board shall be held as set by the president each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two directors, due notice having been given. The president may also use email to conduct a vote of the board, so long as the quorum requirements are met.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The membership dues shall be \$210.00 per annum, payable annually or semi-annually at the discretion of the member. Non-payment of dues shall be cause for removal of a member, upon a vote of the board.

Article 7 Method of Voting

The business of this club shall be transacted by voice 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 voice vote.

Article 8 Five Avenues of Service

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are: Club Service, Vocational Service, Community Service, Youth Services, and International Service. This club will be active in each of the Five Avenues of Service.

Article 9 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. 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. Committee chairs that are not otherwise members of the board shall serve as *ex-officio* members of the board.

- Membership
- Public Relations
- Club Service
- Vocational Service
- Community Service
- Youth Services

- International Service
- The Rotary Foundation

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) 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.
- (c) 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. 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 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.

Article 12 Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare and the membership shall approved by a majority vote at a meeting 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 three separate parts: Operating, Community and Charitable.

Section 2 – The treasurer shall deposit all club funds in a financial institution named by the Board.

Section 3 – All bills shall be paid by the treasurer or other officer authorized by the board. If there is a question regarding any bill, the treasurer shall confer with the board.

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

Section 5 – 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 6 – The fiscal year of this club shall extend from July 1 to June 30, and for the collection of members' dues shall be divided into two semiannual periods, due on July 1 and January 1. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

Section 7 – Financial commitments for projects shall be paid during the Rotary year in which they were approved, unless the incoming board authorizes an extension for the next year. Scholarship commitments shall be redeemed by the recipient no later than June 1 of the year following the award or will be forfeited. Scholarship payments will be made payable to and forwarded to the school, for the student's account, upon proof of enrollment.

Section 8 – The club shall pay the costs of President-Elect Training Seminar (PETS) as attendance is required by the Club Constitution as set forth by Rotary International. Further, the club recognizes the benefit to the club when its Officers and Directors attend planning and training conferences. Therefore, the club shall reimburse the cost of attending such conferences up to an amount set forth in the budget for the coinciding fiscal year. Such amount is to be divided equally between authorized attendees with a maximum reimbursement amount to be no more than actual expenditures. Priority will be given to Officers/Incoming Officers, then to Directors/Incoming Directors.

Section 9 – Any non-budgeted expenditures in excess of \$500.00 needs to be presented to the club members for approval.

Article 13 Membership

Section 1 – The club shall have several membership categories, each with their own rights and privileges.

Section 2 – Individual members of the club will have the full rights and privileges of membership in Shelton Rotary.

Section 3 –Honorary memberships may be bestowed by the club at its discretion. Honorary members may be invited to participate in any club activities but will not be reported to RI and will not be eligible to vote in club elections.

Article 14 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, by the proposing member. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – 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 3 – The Secretary shall notify the membership electronically of the approval of the proposed member by the board and seek input on the proposed member two times, seven to ten days apart. If the proposed member is disapproved by the board, the membership director shall notify the proposer.

Section 4 – If no written objection to the proposal, stating reasons, is received by the board from any member of the club within seven days following the second notification about the prospective member, that person, upon payment of the membership dues, 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, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 5 – 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 6 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board. Honorary members are not charged dues and may not vote.

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.

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 mailed or e-mailed to each member at least ten 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.