

Bylaws of the Rotary Club of Waterville, Maine
Club #6317
Updated and voted on by Club members on 1/9/2017

Article I Rotary Mission

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First. The development of acquaintance as an opportunity for service;
- Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third. The application of the ideal of service in each Rotarian's personal, business, and community life;
- Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service. (RIC 4; SRCC 5)

Rotary Club of Waterville, Maine serves the greater Waterville area and conducts its charitable endeavors and operations pursuant the policies, procedures and guidelines of Rotary International.

The bylaws together with Rotary Club of Waterville's Articles of Incorporation shall be the governing documents of the Club.

Article 2 Board

The governing body of this club shall be the board consisting of 9-13 members of this club, elected in accordance with article 3, section 1, of these bylaws, and the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer(s), sergeant-at-arms, and the immediate past president.

Article 3 Election of Directors and Officers

Section 1 – Each October/November the president-elect shall prepare for presentation to the board his/her proposed board for the upcoming program year. The president-elect may ask for nominations by members of the club. The president-elect may also choose to form a nominating committee. The proposed slate of directors and officers will be presented to the board for a vote before the end of November. Once approved by the board, the slate of directors and officers will be presented to the club for a vote of approval prior to the end of the calendar year. The president-elect shall assume office as president on the first day of July immediately following that year. The vice president shall take the title of president-elect on the first day of July immediately following that year.

Section 2 – A vacancy in the board or of any officer shall be filled by action of the remaining directors.

Section 3 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the current board.

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. He/she shall preside at meetings of the club and the board in the absence of the president.

Section 3 – *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 the president-elect, and to perform other duties as ordinarily pertain to the office of vice-president.

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, 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; 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(s)*. It shall be the duty of the operations and charitable treasurer(s) to have custody of all funds, accounting for it to the club at least annually and at any other time upon demand by the board, to provide monthly financial reports to 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 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.

Article 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club shall be held prior to December 31st 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 Monday at 12:00 Noon. Due 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 8, sections 3 and 4 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, and attendance must be evidenced by the member's 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 standard Rotary club constitution, article 8, sections 1 and 2.

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 at a time/location that is determined by the current 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 – A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The membership dues shall be set by the Board of Directors at the first regularly scheduled meeting of the Board of Directors, changes to take effect for the second billing cycle. Dues are payable 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.

Article 7 Method of Voting

The business of this club shall be transacted by voice vote unless a private vote is requested by 20% of the members present. 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, International Service, and Youth 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, president-elect, vice 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.
- **PR/Marketing:** 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.
- **Club Administration:** This committee should conduct activities associated with the effective operation of the club.
- **Community Service:** This committee should develop and implement educational, humanitarian and other needs of our community.
- **Vocational Service:** This committee should develop and implement educational, leadership, literacy, and other projects that address the "human development" needs of our community.
- **International Service:** This committee should develop and implement educational, humanitarian and vocational projects that address the needs communities in other countries.
- **Youth Engagement:** This committee should develop and implement programs that support youth and young adults through leadership development activities such as RYLA, Rotaract and Interact club service projects, and creating international understanding with Rotary Youth Exchange.
- **Foundation:** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- **Ways & Means:** This committee is charged with developing, overseeing, and implementing programs to raise monies to fund our Service Committees.

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.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in The Club Committee Manual. A club may develop a different committee structure as needed.)

Article 10 Meeting Attendance

Each member is expected to attend the club's regular meetings and engage in this club's service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present in person or using an online connection for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or participates in the regular meeting posted on the club's website within one week following its posting, or makes up for an absence. Make-up meetings include committee or board meetings, on-line meetings, service project event, and other Rotary Club meetings.

Article 11 Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, leave of absence of up to six months may be granted excusing a member from attending the meetings of the club. Up to three extensions of up to six months may be granted, but each must be requested in writing to be voted on by the Board of Directors.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of article 8, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article 12 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, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the treasurer or other authorized officer upon approval by the President.

Section 4 – The Board may require 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 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 13 Method of Electing Members

Section 1 — A member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members (by completing the Membership Proposal and Application.)

Section 2 — The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 3 — If the board approves the candidate's membership, the prospective member is invited to join the club. Upon payment of the membership fee (if not honorary membership), shall be considered to be elected to membership.

Section 4 – 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 5 – 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 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 15 Order of Business

Meeting called to order.

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 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 sent 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.

Article 17 Liability and Indemnification

The Club shall purchase and maintain insurance coverage on behalf of any person who is or was a Director, Officer, Employee, or Agent. Said coverage shall provide for all cost and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding for which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Corporation or any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith or other than in a reasonable belief that his or her action was in the best interest of the Corporation, or, with respect to any criminal action or proceeding, having reasonable cause to believe that his or her conduct was unlawful.