



BY-LAWS OF THE ROTARY CLUB OF WATERBURY, VERMONT

ARTICLE I

Board of Directors

The governing body of this club shall be the Board of Directors (Board), which shall consist of eleven () members in accordance with Article II, Section 1 of these By-Laws.

ARTICLE II

Election of Directors and Officers

Section 1 – At the first regular meeting in January of each year, a new Board shall be elected. The Board is elected from the club membership. The election procedures are as follows:

- the club membership shall be notified by the Secretary at least one (1) week in advance that Board of Director elections will take place by paper ballot at the next regularly scheduled club meeting.
- the total club membership will be placed on a ballot
- each member will receive a ballot;
- each voting member will place one X next to five (5) names;
- any ballot receiving more than the allowed number of votes [i.e., five (5)] will be declared void;
- the club Secretary will count the ballots and report to the club membership, after consultation with the President-Elect, the five (5) candidates securing the highest number of votes as the Board of Directors-elect (Board-elect).
- if an elected member declines his/her place on the Board-elect, the member with the next highest number of votes will be asked to take a seat on the Board-elect.
- in the event of a tie, the President-elect will meet with the relevant members to discuss their willingness to serve. If both members indicate a willingness to serve, a run-off election will be held according to the procedure noted above.
- Two (2) at-large seats of the Board shall be nominated by the President-elect from the remaining membership who have not previously served on Board. One of these seats can be the proposed Vice President.
- the remaining four (4) places on the Board are filled by the President, President-elect, Secretary and immediate past-President.
- the term of each Board will commence on July 1 and end on the following June 30.
- Each Board-elect will have six (6) months to prepare for its term as the new Directors.

Section 2 – The Board-elect shall meet in February, at which time the President-elect shall submit nominations for the offices of Vice President, Treasurer, Assistant Treasurer, Secretary and Sergeant-at-Arms for their one (1) year term of service. The Board-elect shall vote on approving these nominations at said meeting. Prior membership on the Board is NOT a requirement of holding any of these offices.

Section 3 – An at-large vacancy on the Board shall be filled by vote of the remaining membership of the club. See Section 1 of this Article. A vacancy of an officer on the Board or Board-elect shall be filled in accordance with Section 2 of this Article. However, if the officer vacancy occurs on the currently standing Board, the current club President shall present a nomination(s) for vote by the Board.

ARTICLE III

Duties of Officers

Section 1 – President – It shall be the duty of the President to preside at meetings of the club and Board and to perform such other duties as ordinarily pertains to the office.

Section 2 – President-elect – It shall be the duty of the President-elect to serve as a member of the Board for the year commencing on the first day of July immediately following election as President-elect, and shall assume office of President on the first day of July following one (1) year service on the Board as President-elect. It shall be the duty of the President-elect to lead the fundraising efforts of the club and to preside at meetings of the club in the absence of the President.

Section 3 – Vice President – In the absence of the President and the President-elect, it shall be the duty of the Vice President to preside at meetings of the club and to perform such other duties as ordinarily pertains to the office. The Vice-President shall be appointed per Article II, Section for a term of one (1) year and shall assume the position of President-Elect in the following year.

Section 4 – Secretary – It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, Board and committees, record and preserve the minutes of such meetings, and make the required reports to Rotary International. The Secretary shall be appointed per Article II, Section 2 for a term of one (1) year and hold a position on the Board during that period.

Section 5 – Treasurer – It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club at its annual meeting, monthly to the Board and at any other time upon request by the Board and to perform such other duties as pertain to the office. Upon leaving office, the Treasurer shall turn over to the successor or to the President, all funds, books of accounts or any other club property in the Treasurer's possession. The Treasurer shall be appointed per Article II, Section 2 for a term of one (1) year.

Section 6 – Assistant Treasurer – It shall be the duty of the Assistant Treasurer to act as the Treasurer in the event the Treasurer is unable to fulfill the duties of the office. The Assistant Treasurer shall be appointed per Article II, Section 2 for a term of one (1) year.

Section 7 – Sergeant-at-Arms – The duties of the Sergeant-at-Arms shall be such as are usually prescribed by the President or the Board. The Sergeant-at-Arms shall be appointed per Article II, Section 2 for a term of one (1) year.

ARTICLE IV

Meetings

Section 1 – Annual Meetings – The annual meeting of this club shall be held in June of each year, at which time the installation of officers to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held as follows: each Tuesday at the time and venue advertised to all, provided that in an emergency, or for good cause, the Board may:

- change the regular meeting to a different day of the same week or to a different hour of the regular day; or
- cancel the regular meeting because of a legal holiday, the death of the club president, an epidemic, or disaster affecting the entire community.

Due notice of any such change in or cancelling of the regular meeting shall be given to all members of the club.

Section 3 – One-third (1/3) 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 once each month at the discretion of the President. Special meetings of the Board shall be called with due notice having been given by the President or by two (2) members of the Board.

Section 5 – A majority of the Board members shall constitute a quorum of the Board.

ARTICLE V

Dues

Section 1 – The Treasurer shall distribute quarterly notices of dues to members before the first day of each quarter. Club dues may be changed by action of the Board. Dues include Rotary International dues, each member's subscription to the Rotarian Magazine and meal expense if applicable.

Section 2 – The collection of member dues/meals shall be divided into 4 quarterly periods as follows:

- July 1st to September 30th,
- October 1st to December 31st
- January 1st to March 31st
- April 1st to June 30th

ARTICLE VI

Method of Voting

The business of this organization shall be transacted by majority vote. Voting shall be initiated by the President or appointed designee and may consist of polling the membership or Board by voice, phone, email or other electronic means except the election of Directors, which shall be by paper ballot.

ARTICLE VII

Committees

Section 1 – The President shall lead the Board concerning matters of:

- Club Service
- Vocational Service
- Community Service
- International Service; and
- Fundraising.

The President shall appoint committees on behalf of the club as necessary. Before committing to financial or substantial time commitments on behalf of the club, such committees will report to the Board to obtain approval by a majority of the Board and shall not make commitments on behalf of the Club prior to such Board approval.

Section 2 – Each committee shall transact such business as is delegated to it by the President 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 final action until approval is obtained as provided in Section 1 of this Article.

ARTICLE VIII

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. (Note: Such leave of absence prevents a forfeiture of membership; it does not give the club credit for the member's attendance. The excused member must be recorded as absent unless he attends a regular meeting of some other club.) The Board shall act on the request for a leave of absence and if granted, may suspend payment of dues during the approved leave.

ARTICLE IX

Finances

Section 1 – The fiscal year of this club shall extend from July 1st to June 30th.

Section 2 – The Treasurer shall deposit all funds of the club in a bank or other financial institution to be named by the Board.

Section 3 – All bills shall be paid only by checks signed by the Treasurer, Assistant Treasurer or Secretary. The Treasurer, Assistant Treasurer and Secretary shall meet during the month of May to review the club's financial records. A thorough review or audit by a qualified person(s) designated by the Board may be made as necessary, but not less than every three (3) years, of the club's financial transactions.

Section 4 – Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 5 – By May 31st of each year, the President-elect shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the ensuing year. Prior to June 30th of each year, the Board-elect shall meet to approve the budget, which shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

ARTICLE X

Members

Section 1 – Types of Members – There shall be two (2) types of members: active and honorary.

Section 2 – Active Members – The application of the newly proposed active member, having been proposed by a member in good standing, shall be submitted first to the Board for approval by vote of the Board.

After the application has been approved by the Board, the Secretary shall notify each member of the club in writing, giving the name of the proposed candidate, the business represented and the classification under which membership is sought. A minimum of ten (10) days shall be allowed after which, if no objection is received, then the applicant shall be considered duly elected.

If any objection has been filed, the Board shall consider the same at their regular or special meeting and proceed to ballot on the application. The proposed member shall be considered duly elected if he/she receives no more than one (1) negative vote by a Board member.

Section 3 – Honorary Members – Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and who are considered friends of Rotary for their permanent support of Rotary’s cause, may be elected to honorary membership. The term of such membership shall be as determined by the Board and shall follow the same voting procedure as required for a proposed active member. The proposed honorary member shall be considered duly elected, if he/she receives no more than one (1) negative vote by a Board member.

Honorary members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club.

ARTICLE XI

Resolutions and Subscriptions

Section 1 – No resolution or motion to commit this club on any matter, including financially, or commitments of time, shall be considered by the club until it has been considered by the Board. Such resolutions or motions, if offered at a club meeting shall be referred, without discussion, to the Board, which shall take such action as it deems proper.

Section 2 – Any appeal to the club, or its members as Rotarians for charitable or other subscriptions shall be handled in accordance with the procedure prescribed in Section 1 of this Article.

ARTICLE XII

Amendments

These By-Laws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that due notice of each proposed amendment shall have been sent by the Secretary to each member at least ten (10) days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the Club Constitution and with the Constitution and By-Laws of Rotary International.

ARTICLE XIII

Definitions

Due notice as referenced within these By-Laws shall mean reasonable notice, but no less than three (3) calendar days, unless otherwise specified.

Revised (insert date)