

# ***Bylaws of the Rotary Club of Lebanon, New Hampshire***

Adopted December 29, 2020

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## **Article I – Definitions**

1. Board: The board of directors of the Rotary Club of Lebanon, NH.
2. Director: A member of this club's board.
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 majority of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The 12-month period beginning 1 July.
7. *Ex officio*: means "by virtue of the office." An individual serving *ex officio* has the same status as an individual elected to that position unless otherwise specified.

## **Article II – Organization**

Section 1 – The Rotary Club of Lebanon is organized under the Constitution of Rotary International, the Constitution of the Rotary Club of Lebanon, and Section 501(c)(4) of the US Internal Revenue Code, and will operate in accordance with the constitution and values of Rotary International.

Section 2 – Under 501(c)(4), payments to the club are not tax deductible as contributions but may be deductible to businesses as an ordinary expense.

## **Article III – Board of Directors**

Section 1 – The governing body of this club shall be its board of directors consisting of, at a minimum, the offices of president, immediate past president, president-elect, vice-president, secretary, and treasurer. At least three members-at-large nominated by the nominating committee and approved by the membership, also shall serve such that total Board membership shall be always an odd number.

Section 2 – Normally, the president, immediate past president, president-elect and vice-president shall serve in those offices for a single year, though they may serve an additional year when necessary. Incumbent officers shall serve until a successor is elected or appointed. The secretary, treasurer and other members of the board normally shall serve no more than two consecutive three-year terms on the board, preferably in staggered terms.

## **Article IV – Rotary Club of Lebanon, New Hampshire Charities, Inc.**

Section 1 – The club has formed “Rotary Club of Lebanon-New Hampshire Charities, Inc.” (“Charities”) as a tax-exempt charitable organization under US IRC Section 501(c)3. Donations to Charities in most circumstances will be deductible as charitable contributions.

Section 2 – Members of the club are members of the Charities organization.

## **Article V – Election and Terms of Directors and Officers**

Section 1 – In October, a nominating committee shall be appointed by the board. Nominations for club officers and board members shall be presented by the nominating committee at a November club meeting; additional nominations may be offered by members from the floor. The election date shall be warned in writing at least five days in advance of such meeting; the warning shall include names of the nominees.

Section 2 – Candidates receiving a majority of votes cast at the duly-warned meeting shall be declared elected to their respective offices. Unless otherwise specified in the warning or these bylaws, candidates shall assume their duties as of July 1 following the election. Remaining members of the board shall fill vacancies in any office or board member.

Section 3 – An exception to Section 2 is the president-elect who shall be elected at least 18 months before the day of taking office as provided in the by-laws of RI.

Section 4 – Per the club constitution, the president-elect must attend a presidents-elect training seminar (PETS), the district pre-PETS, and the district training assembly unless excused by the governor-elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect training seminar and the training assembly and was not excused by the governor-elect, or, if excused, did not send a club representative to these meetings, the president-elect shall not serve as club president. In such case, the current president shall continue to serve until the election of a successor who has attended a presidents-elect training seminar and the training assembly, or such training as is deemed sufficient by the governor-elect.

Section 5– Except as otherwise provided in these bylaws, the vacancy of any member or officer of the board shall be filled by action of the remaining board members.

## **Article VI – Duties of Officers**

Section 1 – President: The term of the president shall be one year. The president shall lead the club toward accomplishment of its strategic plan, shall preside at meetings of the club, serve as chair of the board of directors, serve *ex-officio* on all committees, appoint members of all standing or *ad hoc* committees and task force members with the advice and consent of the board, and perform such other tasks as ordinarily pertain to the office of president.

Section 2 – President-elect: The president-elect shall serve on the club’s board; shall preside at meetings of the club and board in the absence of the president; shall, with the assistance of the president and the board, prepare for the board meeting in May an operations budget for the upcoming Rotary year; shall serve *ex officio* on the Charities’ board; and, shall perform such other tasks as ordinarily pertain to the office of president-elect, including those responsibilities outlined in Article V.

Section 3 – Vice-President: The vice-president shall see that monthly written reports are presented to board members in advance of board meetings by officers and committee chairs, and shall serve *ex officio* on the Charities’ board.

Section 4 – Secretary: It shall be the duty of the secretary to accomplish the following:

- maintain records of membership
- distribute notice of club and board meetings
- record, distribute, and preserve minutes of such meetings
- distribute board minutes to club members within 60 days of board meetings
- see to the production and distribution of a weekly newsletter
- report club membership to the RI General Secretary as required before 30 June and 31 December

- enter at least monthly into the club's data base the names of new members, terminated members and member deaths, and verify that such information has been transmitted to RI.
- report to RI by 31 December the names of club officers for the next Rotary year
- perform such other duties as usually pertain to the office of secretary.

Section 5 – Treasurer: It shall be the duty of the treasurer to accomplish the following:

- serve *ex officio* as treasurer of the Charities' board
- chair the finance committee
- maintain custody of all funds
- report monthly to the board current transactions and status of all funds
- account to the club for all funds annually and at such other times as the board may request
- remit semi-annual dues payments to RI including subscriptions to *The Rotarian* magazine (or its replacement)
- remit semi-annual dues payments to Rotary District 7850
- file all applicable documents to maintain the club's 501(c)4 designation and Charities' 501(c)3 status with the Internal Revenue Service
- file required annual reports with the State of New Hampshire
- see to retention and storage of financial and related documents as required by the US IRS and the State of New Hampshire for 501(c)3 and 501(c)4 organizations.
- upon retirement from office, turn over to the incoming treasurer or to the president all funds, books of accounts or any other club property
- perform such other duties as usually pertain to the office of treasurer

Section 6 – Sergeant-at-Arms – The sergeant-at-arms shall perform such duties as usually pertain to this office, as well as such other duties as may be assigned by the president or the board.

## **Article VII – Meetings**

Section 1 – Meetings of the club shall occur according to the provisions of the Rotary Club Constitution Article 7 Meetings unless otherwise stated in these bylaws.

Section 2 – Annual Meeting: An annual meeting to elect officers and present a mid-year report, including current year income and expenses, together with a financial report on the previous year, shall be held before 31 December.

Section 3 – Regular meetings of the club shall be established from time to time by the board of directors. Such meetings may take place in person or through electronic means or a mix of the two. The club shall meet at least twice monthly. Cancellation of meetings shall follow provisions in the club Constitution Article 7.

Section 4 – One-third of the membership shall constitute a quorum at annual, regular or special meetings of this club.

Section 5 – Members shall meet the attendance requirements as outlined in Article 10 Attendance in the Rotary Club of Lebanon Constitution.

Section 6 – Regular meetings of the board shall be held monthly on a designated day. Special meetings of the board may be called by the president, or upon request of 3 members of the board, with 2 weeks' advance written notice to club members.

Section 7 – A majority of existing board members shall constitute a quorum of the board.

Section 8 – Within 60 days after any board meeting, written minutes shall be made available to all members.

### **Article VIII – Fees and Dues**

Section 1 – Fees and dues shall be established annually by the board and may be adjusted by the board at any time.

Section 2 – Fees for visiting Rotarians, guests and other attendees at meetings at which food is served shall be determined from time to time by the board.

Section 3 – Invited guests of the club (speakers, speech contestants and their family members, others) shall not be charged for meals. The district governor, district governor-elect, district-governor-nominee, district governor-nominee designate, and the club's assistant governor (if not a member of the club) shall not be charged.

### **Article IX – Method of Voting**

Section 1 – When a quorum is present, business of the board and club shall be transacted by majority voice vote unless a written ballot shall be requested by one or more members.

Section 2 – Voting by post or electronic means shall be allowed only for board and club issues which have been duly warned in writing at least five (5) days in advance. Votes may be received by the club secretary from the date of issuance of the warning until the voting in person has concluded, or the time specified in the warning has arrived. No postal or electronic votes shall be counted if the motion is changed in substance at the in-person meeting.

Section 3 – Proxy voting is not allowed at any time by either board or club members.

### **Article X – Five Avenues of Service**

Rotary's five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. This club will be active in each of the following five Avenues of Service:

- a) Club Service involves action a member should take within this club to help it function successfully.
- b) Vocational Service has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to club-developed projects in order to address the issues and needs of society.
- c) Community Service comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
- d) International Service comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with persons of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
- e) Youth Service recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

## **Article XI – Committees**

### **Section 1 – Appointments and expectations**

- a) The president shall appoint all committee chairs and members with advice and consent of the board of directors. When feasible and for the sake of consistency, committee members shall be appointed to staggered three-year terms, with the third-year member normally assuming the committee chair.
- b) Club committees are expected to carry out the club's annual and long-range goals based on the five Avenues of Service, as well as according to provisions of the founding documents of Charities.
- c) The president, president-elect, vice-president and immediate past president are expected to work together to ensure continuity of leadership and succession planning.
- d) The president shall be a member *ex officio* of all committees with all privileges of committee membership.
- e) Committees shall transact business as delegated in these bylaws and in each committee's charter, as well as such other business as may be referred to them by the board. Except where explicit authority to act is given by the board, committees may not act on behalf of the club. Committees shall report solely and completely to the board unless otherwise directed by the board.
- f) Committee chairs shall establish and preside at regular meetings, shall supervise and coordinate the work of the committee toward its ends, and shall report to the board regularly on all committee activities.

## Section 2 – Committees

- a) Per the RI Standard Club Constitution, this club should have the following committees:
  - 1) Club Administration
  - 2) Membership
  - 3) Public Image
  - 4) Rotary Foundation
  - 5) Service Projects.
- b) Nominating – A nominating committee consisting of three (3) or more club members shall be formed and operate according to Article V, Section 1 above
- c) Finance – A finance committee chaired by the treasurer shall include two additional members, at least one of whom shall be a member of the club board, and who shall serve staggered two-year terms with a two-term limit. Duties shall be as follows:
  - 1) Draft annually an operating budget for approval of the board of directors and adoption by the club.
  - 2) Periodically develop, revise or recommend to the club and Charities boards for their consideration best practices for financial policies and procedures.
  - 3) Perform such other related duties as shall be assigned to it by the president or board.
- d) Financial review committee – A committee consisting of three members of the Rotary Club with appropriate financial knowledge who are not current club board members, shall conduct a review of the club's financial documents such as may be required by best practices and Federal and state law. Such report shall be presented to and voted upon by the board prior to its being distributed to Rotary Club members and submitted otherwise as required.
- e) The president with the advice and consent of the board may appoint additional committees as needed.

## Section 3 – *Ad Hoc* Committees and Task Forces

*Ad hoc* committees or task forces may be appointed as needed by the president with advice and consent of the board. Such committees or task forces typically shall be appointed for a specific period to accomplish a specific end and shall operate under guidelines for all committees as above.

## Article XII – Leave of Absence

Section 1 – Upon written application to the board setting forth good and sufficient cause, leave of absence not to exceed 12 months may be granted excusing a member from attending meetings of the club. If a leave is taken for medical reasons, following the birth or adoption of a child, or takes place during foster care of a child, the board may extend the leave beyond the original 12 months. See further the Standard Club Constitution Article 10 for other attendance provisions.

Section 2 - Members on leave from this club shall continue to pay RI and district dues unless otherwise determined by the board under special circumstances for absences greater than two months. All other leaves of absence shall require the member to pay full dues.

### **Article XIII – Finances, general**

Section 1 – The board of directors shall authorize opening and closing of all bank accounts. The treasurer shall deposit or cause to be deposited all club funds in approved bank accounts. Each bank account of this club shall specify two active members authorized to complete transactions for that account.

Section 2 – Bills shall be paid by electronic payment or checks signed by the treasurer or designee.

Section 3 – The board of directors shall review financial reports for all accounts at its monthly meetings.

Section 4 – Prior to the beginning of each fiscal year, the president-elect shall prepare, or cause to be prepared, for board approval, a budget of estimated income and expense for the coming Rotary year for the club's operations and charitable giving. The president-elect shall consult with the current president as well as with the Charities board when preparing such budgets. Upon board approval, the budget shall be presented to the membership for its approval, after which it shall stand as the limit of expenditures for the respective purposes unless changed by action of the board.

### **Article XIV – Membership and Method of Electing Members**

Section 1 – General Qualifications: This club shall be composed of adult persons who demonstrate good character, integrity and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and around the world.

Section 2 – This club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, gender, and ethnic diversity.

Section 3 - Each member shall be classified in accordance with the member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and recognized business or professional activity, or the nature of the member's community service activity. The board may adjust a member's classification if the member changes positions, professions or occupation.

Section 4 – The name of a prospective member proposed by an active member shall be submitted to the board in writing through the club secretary. The board shall ensure that the proposal meets all classification and membership requirements of the club. 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. If necessary, this process may be done electronically.



Section 5 – If the decision of the board is favorable, the proposed member's name shall be circulated to the club for approval. If no written objection to the proposal stating reasons for such objection is received by the board from any active member within seven (7) days following circulation of the prospective member's name, the prospective member shall be considered to be elected to membership. If any such objection has been filed with the board, the board shall vote on the matter at its next meeting. If approved despite the objection, the proposed member shall be considered to have been elected to membership.

Section 6 – If the club's vote is favorable, the prospective member shall be informed of the purposes of Rotary and the privileges and responsibilities of membership.

Section 7 – Following election of the new member, the president shall arrange for the new member's induction. The club secretary shall report the new member to Rotary International. The secretary shall gather appropriate literature for presentation at the induction, and the president shall assign an active member to foster the new member's assimilation.

#### **Article XV – Resolutions**

Any resolution or motion to commit this club to action on any matter must be approved by the board in advance of such action being taken.

#### **Article XVI – Order of business for board meetings**

Section 1 – Board meetings shall include deliberation on the most important items at the outset of the meeting. Important items shall be assigned adequate time to advance consideration of the issue toward resolution.

Section 2 – Time remaining at the meeting shall include review and approval of prior minutes, and treasurer and other committee reports. Old business, new business, and comments for the good of the club shall occur as time allows.

Section 3 – Conduct of board meetings shall follow in general, but not be constrained by, Robert's Rules of Order. Consensus shall prevail when considering procedure.

#### **Article XVII – Conduct of club meetings**

Section 1 – Club meetings shall be conducted in such a manner as to accomplish the important business of the club, and to provide members and visitors with an enjoyable and compelling experience. Efforts should be made to avoid formulaic repetition for its own sake.

Section 2 – To maintain Rotary's political and religious independence, no prayers or political slogans should be offered.

Section 3 – Guests and visitors must be recognized and honored.

Section 4 – Out of respect for their time, speakers they shall be given a minimum of twenty (20) minutes for presentation with questions to follow.

Section 5 – The presiding officer shall determine the specific order of each meeting to ensure success. The Rotary bell shall be used to begin and close each meeting.

### **Article XVIII – Paul Harris Fellows**

Section 1 – In recognition of their service and upon completion of their annual duties, the president, president-elect, vice-president, treasurer and secretary of the club, if not already a Paul Harris Fellow, will be credited with one hundred points toward becoming a Paul Harris Fellow.

Section 2 – When any member of the Club who is not already a Paul Harris Fellow contributes nine hundred dollars (\$900.00) toward becoming a *first-time* Paul Harris Fellow, the Club will provide the final one hundred dollars or points as necessary.

### **Article XIX – Abuse and Harassment Protection**

Rotary International is committed to creating and maintaining the safest possible environment for all participants in Rotary activities. It is the duty of all Rotarians, spouses, partners and other volunteers to safeguard to the best of their ability the welfare of and to prevent the physical, sexual, or emotional abuse of children and young people with whom they come into contact. The board and members of this club hereby adopt and will follow Rotary District 7850's Youth Protection Policies as found on the district's web page.

### **Article XX – Diversity, Equity and Inclusion**

The Rotary Club of Lebanon endorses and aims to fulfill the following statement on diversity, equity and inclusion from Rotary International:

As a global network that strives to build a world where people unite and take action to create lasting change, Rotary values diversity and celebrates the contributions of people of all backgrounds, regardless of their age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity.

Rotary will cultivate a diverse, equitable, and inclusive culture in which people from underrepresented groups have greater opportunities to participate as members and leaders.

### **Article XXI – Amendments**

These bylaws may be amended at any regular meeting of the club, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall

have been provided to each member at least twenty-one (21) calendar days before such meeting. No amendment or addition to these by-laws may be made which is not in harmony with the standard club constitution and the constitution and bylaws of Rotary International.