

Bylaws of Charlotte-Shelburne-Hinesburg Rotary

10/18/2017

ARTICLE I - Election of Directors and Officers

Section 1- The Nominating Committee shall consist of the immediate Past President, the President-elect, and the current President, or such other members as shall be chosen by the board. 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 (serves as President-elect year 1 and as President year 2), Vice President, Secretary, and Treasurer. The nominations may be presented by the Nominating Committee or by members from the floor. 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, Vice-President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The President elected in such balloting shall serve as a member of the board as President-elect for the year commencing the first day of July next following the election, and shall assume office as President on the first day of July immediately following the year of service on the board as President-elect.

Section 2 - The officers, so elected, together with the immediate Past President shall constitute the Board of Directors. In a timely manner after their election, the incoming President shall appoint a Sergeant at Arms as well as up to seven additional members to the board.

Section 3 - A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board of Directors. The incoming Board shall attend Board meetings from election date until seated on July 1.

Section 4 - A vacancy in the position of any officer-elect shall be filled by action of the remaining members of the Board of Directors.

ARTICLE II - Board of Directors

The governing body of this Club shall be the Board of Directors consisting of up to fourteen members of this Club, namely, the President, President-elect, Vice-President, Secretary, Treasurer, and the immediate Past President. The incoming President appoints the Sergeant at Arms and up to seven additional members of the Board of Directors with the agreement of his/her 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 of President.

Section 2 - *President-elect.* It shall be the duty of the President-elect or immediate Past president to preside at meetings of the Club and board in the absence of the President and to perform such other duties as ordinarily pertains to the office of President-elect.

Section 3 - *Vice-President.* It shall be the duty of the Vice President to serve as a member of the Board of Directors of the Club and to perform such other duties as may be prescribed by the President or the board.

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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 (RI) and the District Governor. These reports include the Semi-annual Reports of Membership to the General Secretary of RI which shall be made at such times as dictated by Rotary International and/or Rotary District 7850. Further reports shall also include prorated reports to the General Secretary on 1 October and 1 April reporting each active member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, or at such other times as may be required by Rotary International and/or Rotary District 7850. The Secretary shall also make a monthly report of attendance at Club meetings to the District Governor within 15 days of the last meeting of the month. Finally the Secretary shall collect and remit to RI subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office of Secretary.

Section 5 - Treasurer: It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the board, and to perform such 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 6 - Sergeant-at-Arms: The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the President or the board.

ARTICLE IV - Meetings

Section 1 – Annual Budget The annual budget for the up-coming fiscal year shall be presented by the Treasurer to the Board, having taken office on July 1, by August 15. Following Board approval the members shall be warned via club bulletin 10 days before the club vote at a regular meeting on or about September 30 proceeding the next fiscal year.

Section 2-Annual Meeting. An annual meeting of this Club shall be held in the month of January each year, at which time the election of officers to serve for the ensuing year shall take place.

Section 3 - The regular weekly meetings of this Club shall be held on Wednesdays at 7:30 AM. 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 members excused by the Board of Directors of this Club (pursuant to Article VII, Section 3 of the Charlotte-Shelburne-Hinesburg Rotary 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 fifty (50) percent of the time devoted to the regular meeting, either at this Club (a minimum of 50%) or at any other Rotary club, or as otherwise provided in the Rotary International Constitution, Article VII, Section 1. Members can earn a make-up for at least 1 hour of participation in a Club Service project. Members can earn make-ups for attending a club board meeting, district assembly or conference or participating in an on-line RI make-up session.

Section 4 - One-third of the regular active membership shall constitute a quorum at the annual and regular meetings of this Club.

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Section 5 - Regular meetings of the board shall be held on a day as scheduled by the president... Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 6 - A majority of the board members shall constitute a quorum of the board.

Section 7 – No Solicitation at club meetings. The President or officer presiding over the meeting may make exceptions.

ARTICLE V - Fees and Dues

Section 1 - There is a fee for attending meetings to cover to cost of the meal provided plus an optional 50/50 ticket for \$1

Section 2 – Members will be assessed an annual fee equal to the total dollar amount of Rent and Capital Expenses divided by the number of members, excluding active 85s and Honorary, on May 30 of each year.

Section 3 - The membership dues shall warned on May 30 each year and payable annually on the first day of July.

ARTICLE VI - Method of Voting

The business of this Club shall be transacted by *viva voce* vote.

ARTICLE VII - Committees

Section 1- Appointees

(a) The President shall, subject to the approval of the board, appoint the following standing committees:

Public Relations Committee
Membership Committee
Club Administration Committee
Club Projects Committee
Foundation Committee

(b) The President may, subject to the approval of the board, also appoint such committees on particular phases of club Public Relations, Membership, Club Administration, Club Projects, and Foundation as deemed necessary.

(c) The Public Relations, Membership, Club Administration, Club Projects, and Foundation Committees shall each consist of a chairperson, who shall be named by the President from the membership of the board and other members as needed.

(d) The President shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.

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(e) Each committee shall transact such business as is delegated to it in the 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 to the board and approved by the board.

(f) The President may appoint one or more committees dealing with various aspects of club activities, which, depending on their respective responsibilities, may be under any or all of the Committees. Where feasible and practicable in the appointment of Public Relations, Membership, Club Administration, Club Projects, and Foundation committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 2 - Club Administration Committee.

(a) The chairperson of the Club Administration Committee shall be responsible for all club administrative activities and shall supervise and coordinate the work of all committees appointed to deal with particular areas of club service.

(b) The Club Administration Committee shall consist of the chairperson of the Club Administration Committee, such members as may be appointed, and any chairmen of committees appointed on particular phases of club service.

(c) The President may, subject to the approval of the board, appoint the following sub-committees on particular phases of Club Administration:

- Attendance Committee
- Club Bulletin Committee
- Fellowship Committee
- Membership Development Committee
- Program Committee

(e) Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 3 - Special Committee.

The President may, subject to the approval of the board, appoint the following committees on particular phases of club sub-committees:

- Human Development Committee
- Community Development Committee
- Environmental Protection Committee
- Partners in Service Committee

ARTICLE VIII - Duties of Committees

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Section 1- Club Projects Committee. This committee shall devise and carry into effect plans, which will guide and assist the members of this Club in discharging their responsibilities in matters relating to club service. The chairperson of the Club Projects Committee shall be responsible for regular meetings of the committee and shall report to the board on all club project activities. The Club Projects Committee list of duties shall include but not be limited to Fundraisers, Service projects, Community Needs Assessment, Reporting on Club Projects, Setting Goals and Plans for projects, Reporting Budget information.

Section 2 - Membership Committee. This committee shall devise and carry into effect plans which will guide and assist the following: Recruiting, Induction, Orientation, Retention, Classification, Community Interest, Club Profile, Education, Brochure, Reporting, Setting Goals and Plans, and reporting Budget Information

Section 3 - Public Relations Committee. This committee shall devise and carry into effect plans which will guide and assist the following: Membership Marketing Materials, Website, Newsletter, Press Releases, Project Advertising, Public Image, Reporting, Setting Goals and Plans, and Reporting Budget Information. The chairperson of this committee shall be responsible for the Public Relations activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Public Relations.

Section 4 - Club Administration. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to Secretary, Treasurer, Bylaws, Club Programs, Reporting, Setting Goals and Plans, reporting Budget Information. The chairperson of this committee shall be responsible for the Administration of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of club administration.

Section 5 - Foundation Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to Club Education, Ambassador Scholarships, Group Study Exchange, Peace and Conflict, Grants, Polio Plus, RYLA, Youth Exchange, Reporting, Setting Goals and Plans, reporting Budget Information. The chairperson of this committee shall supervise and coordinate the work of any committees that may be appointed on particular phases of Rotary Foundation.

ARTICLE IX - 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 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 VII; Section 3 of the Rotary International Constitution is not computed in the attendance record of the club.)

ARTICLE X - Finances

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Section 1- The Treasurer shall deposit all funds of the club in a bank to be named by the board.

Section 2 - All bills shall be paid only by checks signed by the Treasurer upon presentation of authentic vouchers. The Board of Directors reserves the right to approve any and all expenditures. A thorough audit by a certified public accountant or other qualified person may be made from time to time at the direction of the Board of Directors.

Section 3 - An additional person may be authorized by the board to sign checks in the absence of the Treasurer.

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 - The fiscal year of this Club shall extend from 1 July to 30 June and for the collection of members' dues shall be paid annually upon receipt of bill. The payment of per capita dues and magazine subscriptions to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 6 - At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Section 7 - The President has the authority to allocate the expenditures of funds up to \$100 without prior approval. All expenditures of up to \$200 must be approved by the Board of Directors. Expenditures greater than \$200.00 must be approved by vote of the members of the club.

Section 8 - Requests for funding from outside entities shall be considered and reviewed by the Finance Committee in an advisory capacity for the Board of Directors. Preliminary approval for requests for funding shall be given by the Board of Directors by motion and *vive voce* vote. The President shall bring each individual request to the general membership for discussion and final approval by motion or *vive voce* at the monthly club assembly.

ARTICLE XI - 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, through 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 Membership Committee shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Section 3 - The board shall approve or disapprove the proposal within 7 days of its submission, and shall notify the proposer, through the Club Secretary, of its decision.

Section 4 - If the decision of the board is favorable, the name of the prospective member shall be

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reported to the general membership via the newsletter at which time members may come forward with information for withholding membership. If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that person shall be considered to be accepted to membership.

Section 5 - Given no prejudicial comments, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.

Section 6 - Following the election, the President shall arrange for the induction of the new member; the Club Secretary shall issue a membership card and shall report the new member to RI; and the Membership Committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

Section 7 – Member Categories:

Active:

Meet club and RI attendance requirements
Pay Annual Dues
Participate in Club Projects
Have Voting Privileges

Rule of 85:

A member's absence shall be excused if a member is an active member and the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.. An Active 85 member is welcome to participate in Club Projects.

Honorary:

Honorary membership is given by election by the Board to people who have distinguished themselves by emeritus service in the furtherance of Rotary Ideals. Honorary Membership is conferred only in exceptional cases. Honorary members are exempt from paying dues, have no voting rights, cannot hold office, and are excused from attendance requirements. Honorary membership is time-limited and terminates automatically at the end of the term, usually 1 year. It may be extended for an additional period or may also be revoked at any time.

Family:

District cost saving program.

Corporate:

Special Corporate membership permitting an alternative cost structure and attendance requirements

ARTICLE XII - Resolutions

No resolution or motion to commit this Club on any matter shall be considered by the Club until it has

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been considered by the Board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion. The President may waive this procedure at any time he/she deems appropriate.

ARTICLE XIII - Order of Business

Meeting called to order.
Introduction of visiting Rotarians and guests
Correspondence and announcements.
Committee reports, if any.
Any unfinished business.
Any new business.
Sergeant at Arms
Address or other program features.
Adjournment.

ARTICLE XIV - 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 e-mailed 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 Club Constitution and with the Constitution and Bylaws of RI.