

BYLAWS OF THE ROTARY CLUB OF MARBLEHEAD HARBOR

Article 1 - Board of Directors (Amended 6/9/00, 10/2003, 6/2004)

The governing body of this club shall be the **Board of Directors**, consisting of thirteen (13) members of this club, namely four (4) directors elected in accordance with Article II, Section 1, and subject to Section 5 of Article II of these bylaws, president, president elect, vice president, vice president elect, secretary, treasurer, assistant secretary, assistant treasurer and the immediate past president.

Article II – Election of Directors & Officers (Amended 6/9/00, 5/22/2003, 10/2003, 6/2004,4/2007, 5/2011, 6/2017)

Section 1 - At least two months prior to the meeting for election of officers, **the nominating committee**, appointed by a majority vote of Board of Directors, will meet to formulate the slate of officers/directors for the following year.

In addition, at a regular meeting **one (1) month prior to the annual meeting** of the club, the presiding officer shall ask the general membership for nominations from the floor for president, president-elect, vice president, vice president-elect, secretary, treasurer, assistant secretary, assistant treasurer and the open seat(s) for the Board of Directors.

The nominations duly made of the nominating committee 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, president-elect, vice president, vice president-elect, secretary, treasurer, assistant secretary, and assistant treasurer receiving a **majority of the votes** shall be declared elected to their respective offices.

The candidates(s) for director receiving a majority of the votes shall be declared elected for the number of the open seats available for director.

The **president elected** in such balloting shall serve as a member of the board as president-elect for the year commencing on 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 and directors, so elected, together with the immediate past president, Foundation Chairman and Sergeant-at-Arms shall constitute the **Board of Directors**. The Foundation Chairman and sergeant-at-Arms are non-voting members of the board. Within one (1) week after the election, the Board of Directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 3 – A **vacancy in the Board** of Directors or any office shall be filled by action of the remaining members of the board.

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

Section 5 – No individual director may **be elected whose term has expired within the last Rotary year** unless that board member is in line to be president or will be an officer of the Club.

Section 6 – **The terms of each director** shall be three years in length except when elected to fill an unexpired term. To assure rotation among the directors each year and to provide overall continuity for the club, the terms will be staggered such that two directors retire in one year, the third director retire in the following year, and the fourth director retire in the next year.

Section 7 – **Term limits** – To strike a balance between continuity in office and the statement of the Rotary Code of Policies, the officers and directors, other than president of the Rotary Club of Marblehead Harbor, be limited to a successive three (3) year term of office in the same board position.

Article III - Duties of Officers (Amended 9/21/2006, 6/2017)

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 pertain to the office of president.

Section 2 – **President-Elect:** It shall be the duty of president-elect to serve as a member of the club and Board of Directors of the club and to perform such other duties as may be prescribed by the president or the board.

Section 3 - **Vice President:** It shall be the duty of the vice president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice president.

Section 4 – **Vice President-Elect:** It shall be the duty of the vice president-elect 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.

Section 5 – **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, make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the general secretary of Rotary International on January 1st and July 1st of each year, and including prorated reports to the general secretary on October 1st and April 1st of each active member who has been elected to membership in the club since the start of July or January semiannual reporting period, the report of changes in membership which shall be made to the general secretary of Rotary International, the monthly report of attendance at the club meetings, which shall be made to the district secretary and governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office of secretary. At the end of each Rotary year, the minutes of all board meetings from the year, and any other key documents detailing the history of the club, shall be collated and archived electronically by the Secretary.

Section 6 – **Assistant Secretary:** It shall be the duty of the assistant secretary in carrying out the duties of secretary in the absence of the secretary of the club and to perform such other duties as usually pertain to the office of secretary. (Added in amendment of 6/9/2000).

Section 7 – Treasurer: It shall be the duty of 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 of perform such 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. At the end of each Rotary year, a suitable summary of the club’s finances, the approved budget from the year, and any other key financial documents detailing the history of the club, shall be collated and archived electronically by the Treasurer.

Section 8 – Assistant Treasurer: It shall be the duty of assistant treasurer in carrying out the duties of treasurer in the absence of the treasurer of the club and to perform such other duties as usually pertain to the office of treasurer (Added in amendment 5/22/2003)

Section 9 – Sergeant-at-Arms: The duties of sergeant-at-arms shall be such are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

Section 10 – It is expected that those members of The Rotary Club of Marblehead Harbor elected to a position on the Board of Directors will make every effort to **regularly attend the meetings** of the Board of Directors. The Board of Directors reserves the right to request an explanation from any Board Member that misses several meetings of the Board in a Rotary year and/or more than three (3) consecutive meetings. The Board further reserves the right to ask for the resignation from the Board of Directors any Board Member that does not present a reasonable cause for the missed meetings. (Added in amendment 09/2006)

Article IV- Meetings (Amended 6/2004)

Section 1 – Annual Meeting: the annual meeting of this club shall be held on the **second Tuesday of December** in each year at which time the election of officers and directors to serve for the ensuing year shall take place. *(Note: Article IV, Section 2 of the standard Rotary Club Constitution provides that “An annual meeting for the election of officers of this club shall be held no later than the thirty-first (31) day of December in each year provided by the bylaws of the Club”)*

Section 2 – The regular weekly meetings of this club shall be held on **Tuesday at 7:15 AM**. Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the Board of Directors of this club, pursuant to Article VII, Section 3 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 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 VIII, Section 1.

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

Section 4 – Regular **meetings of the board** shall be held on the **third Thursday** of each month. 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 5 – A **majority of the board** members shall constitute a **quorum** of the board.

Section 6 – The current edition of *Robert's Rules of Order* shall be the authority on parliamentary matters not expressly covered by these bylaws.

Article V- Fees and Dues (Amended 1998; 1999; April 2007, 6/2017)

Section 1- Fees and dues shall be determined by the Board. Any changes must be approved by no less than a 2/3 majority of the full board. The club membership shall be consulted prior to the board vote.

Article VI – Method of Voting

The business of the club shall be transacted by *viva voce 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 *viva voce vote*. (Note: *Viva voce vote* is defined as when the club voting is conducted by vocal assent.)

Article VII – Avenues of Service (Amended 6/2017)

The **Avenues of Service** as defined by Rotary International are the philosophical and practical framework for the work of this Rotary club. This club will strive to be active in as many of the Avenues of Service as possible.

Article VIII – Committees (Amended June 2004, April 2007, June 2007, Dec 2013, 6/2017)

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 the 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 continuity.

The **president** is responsible for **appointing committee members** to fill vacancies, appointing committee chairs, and conducting the annual planning meeting in January in cooperation with the president-elect 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 are as follows:

• Club Administration

This committee conducts activities associated with supporting the club secretary and assistant secretary in the club's accurate and effective recordkeeping, documentation, and correspondence as well as the reporting required by and to Rotary International.

• Club Operations

This committee conducts activities associated with the effective running of weekly Tuesday meetings including the benediction; fines and happy dollars; arranging for speakers; arranging for audio-visual equipment when needed; liaising with the venue regarding logistics; advising the venue when meetings have been postponed, rescheduled or cancelled; and communicating with the venue about the breakfast menu as well as preparing and publishing "Scuttlebutt," the club's weekly newsletter.

- **Finance**

This committee supports the work of the treasurer and assistant treasurer and will also provide financial advice and counsel as requested or needed.

- **Scholarship**

This committee determines those students who receive scholarships from the club.

- **Fundraising**

This committee supports ideas and plans for fundraising activities. Each event and activity may have its own co-chairs and committees who can draw upon the resources of the fundraising committee.

- **Membership**

This committee develops and implements a comprehensive plan for the recruitment, retention and orientation of members.

- **Club Public Relations**

This committee develops and implements plans to provide the public with information about Rotary and to promote the club's service projects, fundraising activities, programs, and other activities.

- **Service Projects**

This committee, in accordance with the Five Avenues of Service and the Rotary motto "Service Above Self," develops and implements educational, humanitarian and vocational projects that address the needs of the community and communities in other countries.

- **The Rotary Foundation**

This committee develops and implements plans to support The Rotary Foundation through financial contributions and program participation.

- **Paul Harris Committee**

This committee will be appointed by the club President. The Board will determine the number of Paul Harris Fellows to be presented. The committee will collect all nominations, oversee the selection process, and will determine the time, location, and program for the presentations.

- **Allocations Committee**

This committee supports the charitable aims of the club by considering, researching and evaluating requests for club donations. Its recommendations shall be presented to the President and board before disbursement of the club's funds for charitable purposes in any amount over \$500.

- **Fellowship Committee**

This committee develops and implements club activities with the goal of fellowship outside of regular meeting times.

Additional *ad hoc* committees may be appointed by the club president as needed.

- (a) The **president** shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as it 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, **shall report** committee meeting attendance to the club secretary, and shall report to the board on all committee activities.

Article IX – Duties of Committees (Amended April 2007, 6/2017)

The duties of all committees shall be established and reviewed by the president for his or her year in cooperation with the individual committee chairs. In declaring the duties of each, the president shall reference appropriate RI materials.

The service projects committee will consider the Avenues of Service, as defined by Rotary International, when developing plans for the new year.

Each committee shall have a specific **mandate**, clearly **defined goals** and **action plans** established by the beginning of each Rotary 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 X – Leaves 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 **up to 3 months**, **renewable for good cause** with approval of board for a specified length of time. The maximum amount of any leave of absence is **12 months**. (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 or some other club, the excused member must be recorded as absent except that absence authorized under the provision of Article VII, Section 3 of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article XI – Finances (Amended 2001, 6/2017)

Section 1- The **treasurer** shall deposit **all funds** of the club in some bank to be named by the board. The club funds shall be monitored and reported in two separate parts: a) Operations; and b) Fundraising & Charitable Giving.

Section 2- All bills which are paid by check shall be signed by two authorized signers. Each year the Treasurer will submit the club's financial records to a CPA firm which will prepare the state and federal annual filings.

Section 3- 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 the bond to be borne by the club.

Section 4- The **fiscal year** of this club shall extend from July 1st to June 30th and for the collection of members' dues shall be divided into four (4) quarterly periods extending from July 1st to September 30th, from October 1st to December 31st, from January 1st to March 31st, and from April 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International and Rotary District 7930 shall be made promptly upon receipt of valid and accurate invoices.

Section 5 – 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. The budget shall be broken into two separate parts: one in respect to club operations and one in respect to fundraising/charitable operations.

Article XII – Method of Electing Members (For all kinds of Membership) **(Amended 6/2017)**

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

Section 2 – The membership committee shall ensure that the proposal meets all the classifications and membership requirements of the club constitution.

Section 3- The board shall **approve or disapprove the proposal** within **thirty (30) 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 prospective member shall be informed of the purpose of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposed form and to permit his or her name and proposed classification to be published to the club.

Section 5 – 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 the publication of information about the prospective member, that person, upon payment of the admission fee (if not an honorary membership), 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 admission fee (if not an honorary membership), shall be considered elected to membership.

Section 6 – Following the election, **the club secretary** shall arrange for a **proper orientation** of the prospective member to Rotary International and to the local club and district, arrange for the **induction** of the new member, shall issue a membership card and shall report the new member to Rotary International; and the club secretary shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board. **Honorary membership** is a distinction for meritorious service in furtherance of Rotary ideals and for those persons considered friends of Rotary for their permanent support of Rotary’s cause. Honorary members may hold honorary membership in more than one club. Honorary members shall be exempt from the payment of dues, shall have no vote and shall not be eligible to hold any office in the club. The term of such membership shall be determined by the Board at its discretion.

Section 8 – Process of Receiving Transferring Rotarians (Amended 5/2011) A **transferring or former member of another club** may be proposed to active membership by the former club. In accordance with Rotary International process, a member of another Rotary Club who wishes to transfer membership to the Rotary Club of Marblehead Harbor (RCOMH) shall request that a **letter of transfer** from the secretary of the home club be sent to the secretary of the Rotary Club of Marblehead Harbor. This letter of transfer shall indicate that the member is in good standing in regard to dues, involvement, and attendance, and shall include the Rotarian’s membership number, date of admission, and the name and number of the sending club.

Upon receipt of this letter, the RCOMH **secretary shall advise** the club **president** who will submit the request for membership transfer to the **Board of Directors for their approval**. Upon the board approval (majority decision), the transferring Rotarian will be considered an active member of this club. The transferring member is exempt from all admission fees. If transferring at a non-RI reporting time, the dues will be pro-rated.

Notice of acceptance of the transfer will be sent by the RCOMH secretary to the sending home Rotary club. This allows the sending club to remove the Rotarian’s name from Rotary International and the RCOMH secretary to enter the Rotarian as a member of RCOMH with Rotary International without loss of the Rotary number and records.

Any **Rotarian who does not currently belong** to a club or has not paid current dues to a club who wishes to join the RCOMH shall be considered a new member candidate and the process will follow the normal membership admission process.

Article XII – Resolutions

No resolution or motions to commit this club on any matter **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 to the board without discussion.

Article IX – Order of Business

- Meeting called to order
- Introduction of visiting Rotarians
- Correspondence, announcements and fines, if any
- Committee reports, if any
- Unfinished business, if any
- New business, if any
- Address or other program features
- Adjournment

Article XV – Amendments (Amended 6/2004)

Any member in good standing of the club **may propose** to the Board of Directors a change to the bylaws, and such proposal shall be **considered by the board at their next meeting**. Upon **ten (10) days prior notice**, the president of the board shall **present to the general membership** said proposed amendment **for comments**. If **no objections** are received by the board **within ten (10) days** of the presentation, the board shall, with a **quorum of the board** being present, adopt said amendment at their next regular or special meeting with a **two third majority vote**. **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 Rotary International.

Article XVI – Notice

Whenever **notice is given** or required under these by-laws, notice shall be deemed **adequate** if the same shall be given by **electronic media** (facsimile transmission or e-mail), **telephone** communication, first class mail **postage** prepaid or **actual notice**.

(Established 9/16/96, Amended 6/9/00, 5/22/03, 10/2003,6/2004, 9/21/06,4/17/07, 5/2011, Fully Revised/Approved/Adopted: September 23, 2010, Amended 12/19/2013, Amended 6/2017.)