

Constitution and Bylaws of the Rotary Club of Ithaca, New York, USA
Revised August 6, 2014

Article I Definitions

As used in this document, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this Club.
2. Bylaws: The bylaws of this Club.
3. Director: A member of this Club's Board of Directors.
4. Member: A member, other than an honorary member, of this Club.
5. RI: Rotary International.
6. Year: The twelve-month period, which begins on 1 July each year.

Article II Name

The name of this organization is Rotary Club of Ithaca (also known as The Ithaca Rotary Club), a member of Rotary International.

Article III Locality of the Club

The Ithaca Rotary Club is located in the City of Ithaca, County of Tompkins, State of New York, United States of America.

Article IV Object

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.

Article V Meetings

Section 1 The annual meeting shall be held in the month of December.

Section 2 The regular weekly meeting shall be held on Wednesday at 12:15 PM.

Section 3 Regular meetings of the Board shall be held at least ten (10) times a year on a day and time agreed upon 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) members of the Board, due notice having been given.

- Section 4** For good cause, the Board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day or to a different place.
- Section 5** The Board may cancel a regular club meeting if it falls on a legal holiday or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community that endangers the lives of the club members. The Board may cancel not more than four (4) regular meetings in a year for causes not otherwise specified herein, provided that this club does not fail to meet for more than three (3) consecutive weeks. Due notice of any change or cancellation shall be given to all members.
- Section 6** The election of officers shall be held at the annual meeting in December. The election of the eleven (11) directors shall be held in May of each year.
- Section 7** One third of the membership shall constitute a quorum at the annual and regular meetings of this club. A majority of the members of the Board shall constitute a quorum of the Board.
- Article VI Board of Directors**
- Section 1** The governing body of this club shall be the Board of Directors, which shall consist of the elected officers (president, president-elect, vice president, secretary, and treasurer), the immediate past president, the chairs of the five Avenues of Service committees (Club Service, Vocational Service, Community Service, International Service, and Youth Service), the three Standing Committee Chairs (Membership, Rotary Foundation and Public Image and three (3) members-at-large).
- Section 2** Members-at-large are elected for a one (1) year term and may not serve more than three (3) consecutive years.
- Section 3** Each member of the Board shall have one vote.
- Section 4** The Board may elect, if so desired, a Sergeant-at-Arms for the Board. Club Sergeant(s)-at-Arms are appointed by the President.
- Section 5** A vacancy on the Board of Directors or in any office shall be filled by action of the remaining members of the Board. A vacancy in the position of any officer-elect shall be filled by the Nominating Committee, if succession is not otherwise mandated by RI bylaws.

Article VII Officers

- Section 1** The elected officers of this club shall be a president, president-elect, vice president, secretary, and treasurer. These officers shall take office at the first day of July of each year and hold office for one year or until their successors are elected and installed.
- Section 2** The secretary shall be eligible, without limit, to re-election. The treasurer shall be eligible for re-election, but limited to five (5) terms and then eligible again after a two (2) year hiatus. Note: the Secretary and/or Treasurer may be paid staff (outsourced) rather than elected from the membership. If paid staff, the person holding the position does not have a vote on the Board.
- Section 3** Each officer and director shall be a member in good standing of this club. The President-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president.

Article VIII Duties of Officers

- Section 1** President: It shall be the duty of the president to further the objectives of the club; 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 the 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 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 ordinarily pertain to the office of vice president as may be prescribed by the president or the Board. Customarily the Vice President oversees the weekly programs for the year.
- Section 4** Immediate Past President: It shall be the duty of the immediate past president to serve as a director and perform such other duties as may be prescribed by the president or Board.

Section 5 Secretary: It shall be the duty of the secretary to collect dues and other funds; keep the records of membership; record the attendance at meetings; send out notices of the club, Board and committees meetings; record and preserve the minutes of such meetings; make the required reports to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and including 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 and report any changes in membership; provide the monthly report of attendance at the club meetings to the district governor within 15 days of the last meeting of the month; collect and remit to RI subscriptions to *THE ROTARIAN*; and perform such other duties as usually pertain to the office of secretary. The secretary may appoint one or more assistants.

Section 6 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.

Article IX Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president, president elect, vice president and immediate past president should work together to ensure continuity of leadership and the succession planning.

The president elect is responsible for appointing committee chairs and conducting planning meetings prior to the start of his/her year in office. It is recommended that the chair have previous experience as a member of the committee.

Section 1 The president shall appoint the chairs of the five Avenues of Service: Club Service, Vocational Service, Community Service, International Service, and Youth Service. The president shall also appoint three Standing Committee Chairs: Membership, Rotary Foundation, and Public Image. All eight (8) appointees shall be officially elected to the Board as part of the slate of the eleven (11) directors elected in May of each year.

The president shall, subject to the approval of the Board, also appoint any other committees as deemed necessary.

The president shall be an *ex-officio* member of all committees except the Nominating Committee, and, as such, shall have all the privileges of membership thereon.

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 on anything not included in the budget until a report has been made to the Board and such action has been approved by the Board.

Section 2 Duties – Avenues of Service

Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully. The chair of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service. The club service committee shall consist of the chair of the club service committee and the chairs of all committees appointed on particular phases of club service.

Vocational Service, the second Avenue of 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 chair of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

Community Service, the third Avenue of 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. The chair of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community services.

International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people 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. The chair of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases on international service.

Youth Service, the fifth Avenue of Service, encourages 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. This committee shall be responsible for coordinating the club's youth exchange program and any other youth related activities.

Section 3 Duties – Standing Committees

Membership. This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.

The Rotary Foundation. This committee shall develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Public Image. This committee shall develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

Section 4 The Nominating Committee shall consist of at least three (3) past presidents and two (2) additional members elected by the Board from the general membership. Current Board members are not eligible for membership on the Nominating Committee. The chair of the Nominating Committee shall be the most recent past president willing and able to serve. The Nominating Committee shall solicit suggestions from the membership and shall present a slate of officers for election in December and a slate of directors for election in May of each year.

Article X **Membership Eligibility**

Section 1 This club shall be composed of adult persons of good character and good business and professional reputation.

Section 2 Each member shall be classified in accordance with the member's business or profession. No more than ten percent (10%) of the members may belong to any one single classification.

Section 3 This club shall have two kinds of membership, namely: active and honorary.

Section 4 A member may propose for active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. A transferring member does not go through the formal application process. Once his/her membership in good standing in the former club has been verified, the applicant is introduced as a new member.

Section 5 No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

- Section 6** Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this club. The term of such membership shall be one year and may be renewed. Persons may hold honorary membership in more than one club. Honorary members shall be exempt from the payment of admission fees and 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. No honorary member of this club is entitled to any rights and privileges of any other club, except for the right to visit other clubs without being the guest of a Rotarian.
- Section 7** Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.
- Section 8** The Board may allow a member moving away from the locality of this club or the surrounding area to retain membership if the member continues to meet all of the conditions of club membership.
- Section 9** The Board may reinstate a former member to membership upon the former member's petition and payment of all indebtedness to this club. A second fee shall not be required.

Article XI Responsibilities of Membership

- Section 1** Every member shall pay an admission fee and annual dues which shall be reviewed at the beginning of each fiscal year. Any transferring or former member of another club who is accepted into membership of this club shall not be requested to pay an admission fee.

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

Membership dues are payable semiannually on the 1st of July and January with the understanding that portion of each semi-annual payment shall be applied to each member's subscription to the RI official magazine.

Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the Board.

Section 2 Every new member is automatically made (through a portion of the admission fee and a match from the club) a Sustaining Member of the Rotary Foundation and we encourage all members to become a Paul Harris Fellow.

Section 3 Members are encouraged to attend at least 50% of the club's regular meetings. As much as 20% may be attendance at a Board meeting, committee meeting, meeting of another club or Rotaract or Interact club.

A member can be excused for good and sufficient reason by contacting the secretary. Any member whose absences are excused shall not be included in the membership figure used to compute this club's attendance nor shall such absences or attendances be used for that purpose.

If the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more, the member will, upon written request to the secretary and approval by the Board, be excused from attendance requirement.

Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time (not to exceed one year).

Section 4 The resignation of any member from this club shall be in writing, addressed to the president or secretary.

Article XII Membership Election

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 membership requirements of the club constitution and bylaws.

- Section 3** The prospective member is then announced and published in the newsletter.
- Section 4** Any objection(s) to the application must be received by the president prior to the Board meeting at which the prospective application will be considered.
- Section 5** The Board shall vote on the application at its next meeting but no earlier than ten (10) days after publication of the application.
- Section 6** If the application receives an affirmative vote of the Board, the application is sent on to the Orientation Committee which shall inform the prospective member of the purpose of Rotary; the privileges and responsibilities of membership; and shall provide the prospective member with appropriate informational literature.
- Section 7** Upon payment of the admission fee and dues (if not honorary membership) as prescribed in these bylaws, the applicant shall be considered duly elected to membership
- Section 8** Following the approval of the Board, the president shall arrange for the induction of the new member; the club secretary (with direction from the membership committee) shall arrange for the appropriate items to be presented at his/her induction and shall report the new member to RI; the president shall also assign a member(s) to assist in the assimilation of the new member and assign said new member to the committee of his/her choice..

Article XIII Finances

- Section 1** All funds of the club shall be deposited in a financial institution(s) to be named by the Board.
- Section 2** All bills shall be paid only by checks signed by the treasurer once he/she has received a receipt/voucher signed by the chair of the appropriate committee or the president.
- A review of all financial transactions or audit by a certified public accountant, or other qualified person (other than the Treasurer), independently chosen by the Board, shall be made once a year as required by the Board or tax law..
- 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 bond to be borne by the club.
- Section 4** 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 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 5 Prior to 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.

Article XIV Community, National, and International Affairs

Section 1 The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

Section 4 This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 5 The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article XV Method of Voting

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot. However, when there is but a single candidate for office, the use of a ballot may be waived.

Article XVI Resolutions

No resolution or motion 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 XVII Amendments

This constitution and bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been mailed or emailed 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.