By-Laws of the Rotary Club of

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**Park Ridge, NJ**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Article 1 Definitions**

1. Board: The Board of Directors of this club.

2. Director: A member of this club's Board of Directors.

3. Member: A member, other than an honorary member, of this club.

4. RI: Rotary International.

5. Year: The twelve-month period that begins on 1 July.

**Article 2 Board**

The governing body of this club shall be the board consisting of fifteen (15) members of this club, namely, the president, immediate past president, president-elect, vice-president, secretary, treasurer, and nine (9) additional directors, three (3) of whom shall be elected each year to a three (3) year term, in accordance with Article 3, Section 1 of these By-Laws.

**Article 3 Election of Directors and Officers**

**Section 1**. *Elections.* At least thirty (30) calendar days prior to the Annual Meeting of the club, the current president shall ask for nominations by members of the club for president-elect, vice-president, secretary, treasurer, and three (3)directors. Nominations shall be presented by a nominating committee and may also be presented by members. All nominations must be made no later than fifteen (15) calendar days prior to the annual meeting. 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-elect, vice-president, secretary, and treasurer

receiving a majority of the votes shall be declared elected to their respective offices. The three (3) candidates for director receiving a majority of the votes shall be declared elected as directors. Elected persons shall take office on the July 1 next following the election. On 1 July immediately following that year, the president-elect shall assume office as president.

**Section 2**. *Appointment of Sergeant-at-Arms.* Within ten (10) calendar days after the Annual Meeting, the directors - shall meet and elect a member of the club to act as sergeant-at-arms.

**Section 3**. *Vacancies.* A vacancy in the board or any office shall be filled by action of the remaining directors.

**Article 4 Duties of Officers**

**Section 1**. *President*. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

**Section 2**. *Immediate Past President*. It shall be the duty of the immediate past president to preside at meetings of the club and the board in the absence of the president, the president-elect and the vice president, to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 3**. *President-elect.* It shall be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president, to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 4**. *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and the president-elect, to serve as a director and to perform other duties as ordinarily pertain to the office of vice-president.

**Section 5**. *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings (in hard copy and digitally); report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; and perform other duties as usually pertain to the office of secretary.

**Section 6**. *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform 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.

**Section 7**. *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

**Article 5 Meetings**

**Section 1**. *Annual Meeting of the Club*. An annual meeting of this club shall be held on a date to be selected by the president, but in no event later that December 31 of the year for which the annual meeting is to be held. The annual meeting shall be held at a meeting of the club.

**Section 2**. *Regular Club Meetings.* The regular weekly meetings of this club shall generally be held weekly but no less than twice per month. The schedule and location of meetings shall be set by the president. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

**Section 3**. *Quorum of the Membership.* One-third (1/3) of the membership shall constitute a quorum at the annual meeting and regular meetings of the club.

Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, in either case upon seven (7) calendar days’ prior notice to the other board members.

**Section 5**. *Quorum of the Board.* A majority of the directors shall constitute a quorum of the board.

**Article 6 Fees and Dues**

**Section 1**. *Admission Fee.* The admission fee for membership shall be set in such amount as the board may determine from time to time, which fee must be paid before the applicant can qualify as a member.

**Section 2**. *Annual Dues.* The membership dues shall set in such amount as the board may determine from time to time, payable annually on the first day of July, a portion of which payment shall be applied to each member’s subscription to the RI official magazine.

**Section 3**. *Waiver of Annual Dues.* The board may, in its sole discretion, acting by majority vote, may waive the annual dues of any member upon request of that member and for good cause shown.

**Article 7 Method of Voting**

**Section 1**. *Voting by Membership*. Except as otherwise provided in these By-Laws or in the Standard Rotary Club Constitution, the business of this club shall be transacted at any regular or annual meeting of the club, a quorum being present, by affirmative vote of a majority of members present. A majority may be signified by voice vote or a show of hands, except when, with respect to the election of officers and directors, there are two or more candidates for a particular position, in which case voting for that position shall be by written ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote or a show of hands.

**Section 2**. *Voting by the Board*. Except as otherwise provided in these By-Laws or in the Standard Rotary Club Constitution, all actions taken by the board shall be taken by majority vote of the board members present at the meeting for which the vote is required, a quorum being present. A majority may be signified by voice vote or a show of hands.

**Article 8 Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and Youth Service. This club will be active in each of the Avenues of Service.

**Article 9 Committees**

**Section 1**. *Standing Committees*. Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and 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 consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings 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 should be appointed as follows:

 • Membership

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

 • Public Image

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club’s service projects and activities.

• Administration

This committee should conduct activities associated with the effective operation of the club.

 • Service Projects

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its local community, other U.S. communities, and communities in other countries.

• The Rotary Foundation

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

• Nominating Committee

The nominating committee shall consist of the president, president-elect, vice president, immediate past president and one other club member in good standing to be selected by the president-elect, which committee shall select a slate of candidates for the officers and directors for the immediately following year.

**Section 2**. *Ad Hoc Committees*. Additional ad hoc committees may be appointed, as needed, by the president or the board.

**Section 3**.*President as Committee Member*. The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

**Section 4**. *Committee Transaction of Business.* Each committee shall transact its business as is delegated to it in these By-Laws 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.

**Section 5**. *Role of Committee Chair.* Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

**Article 10 Duties of Committees**

**Section 1**. *Duties.* The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service when developing plans for the year. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each 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.

**Section 2**. *Committee Reports.* Within thirty (30) calendar days of any club event in which a financial cost is incurred, the chair of the committee handling the event shall present to the board a financial analysis of the event, including, but not limited to, gross proceeds, costs and expenses, net profit or loss, type of and value of in-kind donations, attendance and total volunteer hours spent on the planning and execution of the event.

**Article 11 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 no longer than twelve months. If the twelve-month period has expired, and if the member requests a further extension, the board, in its discretion, may grant the extension. If the member does not request a further extension the board may, in its discretion, terminate that person’s membership.

**Article 12 Finances**

**Section 1**. *Annual* *Budget.* Prior to the beginning of each year, the president-elect shall present to the board a budget of estimated income and expenditures for the following year, which

shall stand as the limit of expenditures for these purposes; *provided, however,* that if at any time

the president anticipates that actual expenses for a given line item of the budget may exceed the budget amount for that line item by twenty (20) percent or more, then, before the expenditures are allowed to exceed that budget line item by twenty (20) percent, the president shall obtain the consent of the board.

**Section 2**. *Deposit of Funds.* The treasurer shall deposit all club funds in one or more banks or financial institutions named by the board.

**Section 3**. *Reports to the Board.* All bills shall be paid by the treasurer and payments reported at the next board meeting.

**Section 4**. *Annual Review.* A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5** *Fiscal Year*. The fiscal year of the club shall run from July 1 to June 30.

**Article 13 Method of Electing Members**

**Section 1**. *Proposing of Members.* The name of a prospective member, proposed by a club member in good standing, shall be submitted to the board in writing by the chair of the membership committee. A transferring or former member of another club may be proposed to active membership by the member’s former club. The proposal shall be kept confidential except as otherwise provided in this procedure. The chair of the membership committee shall ensure that the proposal meets all the classification and membership requirements of the Standard Rotary Club Constitution prior to presenting the proposal to the board.

**Section 2**. *Board Approval*. The board shall approve or disapprove the proposal within 30 days of its submission, and shall promptly notify the chair of the membership committee of its decision. The secretary shall promptly notify the proposing member of the decision of the board. If the board does not approve the proposal, no further action will be required of the board.

**Section 3**. *Action on Board Approval.* If the decision of the board is favorable, 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 permit his or her name and proposed classification to be published to the club.

**Section 4** *Objection to Proposed Member*. If no member of the club submits a written objection including reasons for the objection, to the board within seven (7) days after the club is notified of the prospective member, the prospective member, upon payment of the admission fee, is elected to membership. If an objection has been filed with the board, the board will refer the matter to the chair of the membership committee, who shall discuss the matter with the objecting member. If the objecting member continues his/her objection after discussing the matter with the chair of the membership committee, then the board shall vote on the proposal at the next regular board meeting. If the proposal is approved by the board despite the member’s objection, the proposed member is elected to membership after admission fee payment.

**Section 5**. *Induction.* Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

**Section 6**. *Honorary Members.*  The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

**Article 14 Special Membership Categories**

**Section 1** *Rule of 85 Member*. A member who has been in Rotary for at least twenty (20) years and has a combined age and years of service adding up to eighty-five (85) or more is qualified to make a written request to the Board for Rule of 85 member status. A Rule of 85 member shall pay the full annual dues but shall not be required to attend meetings of the Club. A Rule of 85 member will be charged at the door for the meal at any meeting that s/he attends.

**Section 2** *Corporate Member*.A corporation, firm or organization may apply for membership under this category. If accepted the membership shall be in the name of one person (primary member) and up to two (2) additional members may be assigned by name to the membership. Should the primary member leave the firm or resign from the club, one of the additional members shall be named the primary member and the firm may assign a replacement additional member.

1. Primary and additional members are able and encouraged to participate in all activities of the club, attend all meetings, serve on committees, serve as officers of the club and participate in all fund-raising activities of the club.
2. Membership is for one Rotary fiscal year (July 1 – June 30) and is renewable each year upon payment of the annual fee.
3. Termination of membership shall be the same as it is for a regular member of Rotary.
4. A corporate member shall pay annual dues as determined by the Board of Directors, payable on July 1 each year.

**Article 15 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

**Article 16 Amendments**

These By-Laws may be amended at any regular club meeting. These By-Laws may be amended at any regular club meeting. Changing the club By-Laws requires that written notice be sent to each member 10 days before the meeting, that a quorum be present for the vote, and that two-thirds of the votes support the change. Changes to these By-laws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and By-Laws, and the Rotary Code of Policies.