

Bylaws of Wallkill East Rotary V. 13

Article I: Election of Directors and Officers

Section 1: There shall be a nominating committee for the Wallkill East Rotary and it shall consist of the current President, current President-Elect, and the last three presidents of the club who are still active. The President-Elect shall be chair of the nominating committee.

There will be a meeting during the month of October for election of officers, the presiding officer of the meeting (the chair of the nominating committee) shall ask for nominations by members of the club for President-Elect, Secretary, Treasurer, and six members of the Board of Directors. The nominations may be presented by a nominating committee or by club members from the floor, by either or by both as a club may determine.

The positions being nominated are: President-Elect, Treasurer, Secretary, Club Service Committee Director, Community Service Committee Director, Vocational Service Committee Director, International Service Committee Director, Youth Services Committee Director, and Rotary Foundation Committee Director. These positions shall constitute the voting members of the Board.

The candidates receiving a majority of the votes shall be declared elected to their respective offices. The President-Elect, elected in such balloting, will serve as a member of the Board of Directors as President-Elect for the year commencing on the first day of July next following election, and will assume office as President on the first day of July immediately following the year of service on the Board of Directors as President-Elect.

Section 2: All duly elected officers and directors shall be entered into ClubRunner prior to December 31st.

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. In the event of a vacancy in the positions of President-Elect, incoming President-Elect, Treasurer-Elect, or Secretary-elect, a committee composed of the current nominating committee shall be convened by the President. The committee will meet and make recommendation(s) to the current Board of Directors for replacement(s). With the approval of the Board of Directors, the nominee(s) will be presented to the club for affirmation by a majority of those present and voting.

B. A vacancy in any other position of officer-elect or director-elect shall be filled by action of the remaining members of the Board of Directors.

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Article II: Board of Directors

The governing body of this club shall be the Board of Directors consisting of 11 members of this club, namely the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past-President, and the Directors of Club Service, Community Service, Vocational Service, International Service, Youth Services Committee, and Rotary Foundation Committee.

Article III: Duties of Officers

Section 1: President

It shall be the duty of the President to preside at meetings of the club and the Board of Directors and to perform such other duties as ordinarily pertain to the office of President. The President is expected to attend the District Conference. The President votes only in the case of a tie.

Section 2: President-Elect

It shall be the duty of the President-Elect to preside at meetings of the club and Board of Directors in the absence of the 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 of Directors. The President-Elect is required to attend the P.E.T.S. Conference and chair the nominating committee. The President-Elect is a voting member of the Board of Directors.

Section 3: 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 of Directors, and committees; record and preserve the minutes of such meetings; and make the required reports to Rotary International, including the semiannual reports of membership.

Said membership reports shall be made to the General Secretary of Rotary International on 1 January and 1 July of each year, including, 1) prorated reports to the general secretary 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, 2) the report of changes in membership, which shall be made to the general secretary of Rotary International, and 3) the monthly report of attendance at the club meetings, which shall be made to the District Governor within 15 days of the last meeting of the month.

The Secretary shall also collect and remit to Rotary International subscriptions to *The Rotary Magazine*, and perform such other duties as usually pertain to the office of secretary. Within sixty days of a Board of Directors meeting the Secretary shall distribute to each member of the club via email the minutes of that Board of Directors meeting. In lieu of distributing the minutes, the secretary may distribute a notice indicating where such minutes are available for viewing. The Secretary is a voting member of the Board of Directors.

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Section 4: 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 of Directors, and to perform such other duties as pertain to the office of Treasurer. In the absence of the President, the President-Elect, and the Secretary, the Treasurer shall preside at meetings of the club and the Board of Directors. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer all funds, books of accounts, and any other club property. The Treasurer is a voting member of the Board of Directors.

Section 5: Sergeant-at-Arms

The Sergeant-at-Arms shall be appointed by the President. The duties of the Sergeant-at-Arms shall be to arrange set up of the membership meetings, facilitate happy/sad dollars, and maintain order at the membership meetings. Additional responsibilities may be prescribed by the President or the Board of Directors. The Sergeant-at-Arms is not a voting member of the Board of Directors.

Section 6: Historian

The Historian shall be appointed by the President. To maintain continuity in this position it is intended that the position be filled by a Rotarian who shall continue to be re-appointed by succeeding Presidents until such time as he/she is unable or unwilling to continue in such position or the President wishes to replace him/her. The Historian shall be responsible for preserving, organizing, and maintaining the official records of the club. Those records shall include the Club Constitution, Bylaws, duly adopted Policies, minutes of the annual meeting of the club, and minutes of the meetings of the Boards of Directors. The Historian shall perform such other duties as may be prescribed by the President or the Board of Directors. The Historian is not a voting member of the Board of Directors.

(Note: The cost of attending the District Conference for the President and the P.E.T.S. Conference for the President-Elect will be paid for by the club.)

Article IV: Meetings

Section 1: Annual Meeting

An annual meeting of this club shall be held at a business meeting prior to December 31 each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

(Note: Article V, section 2 of the standard Rotary Club Constitution provides that "An annual meeting for the election of officers shall be held not later than 31 December".)

Section 2: Attendance

A. The regular weekly meetings of this club shall be held on Tuesday~~s~~ at 7:30 A.M.

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B. Refer to Article 10 Attendance section 1 Rotary International Constitution inclusive of all of section A. B. C. D1-7.

C. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club via email.

Section 3: Two-thirds of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4: Regular meetings of the Board of Directors shall be held monthly on a date determined by the Board of Directors. Special meetings of the Board of Directors shall be called by the President whenever deemed necessary, or upon the request of two members of the Board of Directors, due notice having been given.

Section 5: A majority of the Board of Directors members shall constitute a quorum of the Board of Directors.

Article V: Fees and Dues

Section 1: The membership dues shall be as established by the Board of Directors, payable quarterly on the first day of July, October, January and April. The term “membership dues” includes the member’s dues to the District, the member’s dues to Rotary International, the member’s subscription price of *The Rotary Magazine*, and the member’s dues to the Wallkill East Rotary Club.

Section 2: The membership dues may be changed by action of the Board of Directors. Any such change shall not be effective until the next quarterly period following the action of the Board of Directors.

Article VI: 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, if contested.

Article VII: Committees

Section 1:

A. The President shall, subject to the approval of the board, appoint the following standing committees:

- Club Service Committee
- Community Service Committee
- Vocational Service Committee

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- International Service Committee
- Youth Services Committee
- Rotary Foundation Committee

B. The President shall, subject to the approval of the Board of Directors, also appoint subcommittees on particular phases of Club Service, Vocational Service, Community Service, International Service, and Youth Services as deemed necessary.

C. The Club Service Committee, Vocational Service Committee, Community Service Committee, International Service Committee, and Youth Services Committee shall each consist of a Director, who shall be named by the President from the membership of the board, and not less than two other members.

D. The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

E. Each committee shall transact such business as is delegated to it in the bylaws and such additional businesses may be referred to it by the President or the Board of Directors. 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. Where feasible and practicable in the appointment of such 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 Service Committee

A. The Director 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.

B. The club service committee shall consist of the Director of the club service committee and the chair of all committees appointed on particular phases of club service.

C. The president shall, subject to the approval of the Board of Directors, appoint subcommittees on particular responsibilities of the Club Service Committee.

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D. The president shall appoint the President-Elect to oversee and coordinate the work of the classifications, membership, membership development, and Rotary information.

Section 3: Community Service Committee

A. The Director 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 service.

Section 4: Vocational Service Committee

A. The Director of the vocational service committee shall be responsible for all vocational service activities and shall supervise and coordinate the work of all committees appointed on particular phases of vocational service including scholarship and appropriation of scholarship money.

Section 5: International Service Committee

A. The Director of the international service committee shall be responsible for all international service activities and shall supervise and coordinate the work of all committees appointed on particular phases of international service.

Section 6: Youth Services Committee

A. The Director of the Youth Services committee shall be responsible for all Youth Services activities and shall supervise and coordinate the work of all committees appointed on particular phases of Youth Services.

B. The President, in compliance with Board of Directors' policy, shall appoint the following committees on particular phases of Youth Services: Interact committee

Section 7: Rotary Foundation Committee

A. The Director of the Foundation Committee shall be responsible for the education and fundraising activities of the club on behalf of the Rotary International Foundation.

Article VIII: Leave of Absence

Section 1: Upon written application to the Board of Directors, a setting forth of 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.

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Section 2: The applicant may be excused from any financial responsibilities at the Board of Directors' discretion.

(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 VIII; section 2(b) of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article IX: Finances

Section 1: The treasurer shall ensure deposits of all funds of the club in a bank to be named by the Board of Directors.

Section 2:

A. All bills shall be paid by checks signed by the Treasurer or President upon authorization of any two officers. A thorough review by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

B. Club members are to be reimbursed by completing an invoice form for expenses that have been pre-authorized by the Board of Directors.

Section 3: Officers having charge or control of funds shall give bond as may be required by the Board of Directors 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 July 1 to June 30, and for the collection of members' dues shall be divided into four (4) quarterly periods. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

(Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretary.)

Section 5: The President-Elect 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 of Directors, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board of Directors by April 1.

Section 6: If a member fails to pay dues or other amounts owed within two billing cycles the Treasurer will notify the Board of Directors and the Board of Directors shall designate someone to contact the individual to assess the situation and report back to the Board of Directors. The

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Board of Directors will then take the appropriate action which may end in termination. In the event a member is terminated pursuant to this section the Board of Directors shall make a determination as to what, if any, steps are taken to collect any outstanding debt due to the club.

Section 7: Wallkill East Rotary fundraising activities will include a contribution of 20% to the Wallkill East Rotary General Fundraising Account.

Article X: Wallkill East Rotary Scholarship Foundation Oversight Committee

Section 1: The purpose of the committee is to monitor the monies in the Wallkill East Scholarship Foundation Account which is held in a 501C3.

A. The committee shall consist of five members: the President-Elect, the Treasurer, the Chair of the Vocational Committee, and two additional Rotarians well-versed in finance (appointed by the President). The Chair should be versed in finance. The terms of two at-large committee members must serve a minimum of two years on this committee.

B. The Committee should meet a minimum of quarterly and report to the Board of Directors the status of funds in the Scholarship Foundation account. The Committee should meet prior to January 1 to determine the amount of money available for scholarships for the upcoming calendar year. It is recommended that the committee use the previous year's balance to determine funds available for scholarships.

Article XI: Method of Electing Members

Section 1: The name of a prospective member and his or her classification, proposed by an active member of the club, shall be submitted to the membership in writing. The prospective member must attend a minimum of three meetings. A transferring or former member of another club may be proposed for active membership by the former club.

Section 2: The Membership Chair shall send a notice to each club member advising them of the name of the proposed member and their input is requested in 15 days. In the meantime, the proposed member shall be invited to attend as many club meetings as he/she can. The Membership Chair will arrange for the sponsor and the proposed member to complete the application for membership form.

Section 3: The Board of Directors shall vote on the proposed members application. If the vote is positive, the Board of Directors will notify the Membership Chair to conduct the appropriate new member orientation. The proposed members name shall be published in the meeting minutes (A.K.A. Newsletter, Club Bulletin, etc.)

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Section 4: The President shall arrange for the appropriate induction. After publication in the minutes, the prospective member will be considered to be elected to membership into Wallkill East Rotary upon payment of the new membership fee.

Section 5: The Board of Directors and its officers shall attempt to complete the process of acting upon a proposal for membership within a period of 45 days.

Section 6: Following the election, the President shall arrange for the induction and further orientation of the new member, and the Club Secretary shall report such action to Rotary International.

Article XII: Corporate Membership

Section 1: The purpose of Corporate Membership is to allow a corporation or company to become a member of Wallkill East Rotary. The goal of this membership category is to increase the club's ability to attract and retain a qualified and diverse professional base within the community by allowing flexibility that is potentially desired by prospective members.

Section 2: Definition of Corporate Membership Current Policies

Corporate Members will still go through the approval process as outlined in Article XI section 3-6 (although Corporate Members should complete a Corporate Membership Application as opposed to a Membership Proposal Form which is designed for individual members). Upon completion of the approval process, the members of the corporate entity or business will be inducted into the club and preferably all designees should be present for the induction.

The Corporation or Business entity can appoint up to three designees as the individuals who will attend club meetings, assist with projects and fundraisers. One Designee must be a Senior Designee.

A. Corporate Membership may consist of two types of designees, Senior Designees and Designees. Senior Designees will have the rights and privileges of any active member of Wallkill East Rotary, including being on the roster of Rotary International. Non-Senior Designees or Designees will not be included on the roster of Rotary International, may not be a member of Wallkill East Rotary Board of Directors, a Wallkill East Rotary committee chair, serve at the District level, or serve at the Rotary International level. If a Senior Designee is not present at a meeting where a general membership vote is called, a Designee that is present may cast a vote on behalf of the Corporation.

B. There is an allowance for Corporations to change the designation of their corporate members. Designees can be changed upon approval of the club's Board of Directors of directors.

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C. Additional Senior Designee

For the Rotary Year, the corporation may wish to have more than one and up to three Senior Designees. Each additional Senior Designee will have dues costs per quarter that include Rotary International dues, district dues, *The Rotary Magazine*, and club dues. It includes weekly meals.

Section 3: Dues

The financial obligations of an eligible corporation will be as follows:

A. Annual Club Dues including Rotary International Dues and District Dues:

Includes weekly breakfast, fellowship events, other club events, and *The Rotary Magazine* subscription, and any additional costs.

Section 4: Attendance requirements will be as follows:

A. Club Meetings: All designees per corporate membership are permitted to attend meetings. When a Senior Designee is present additional Designees will be charged for breakfast.

B. Fellowship Events: Each Senior Designee will be permitted to bring one designee or guest at no cost. Two designees are permitted to attend fellowship events or other club events where there is a cost (the equivalent to one individual Rotarian member bringing one guest). Additional designees or guests of designees can attend these events by paying the cost of the event.

C. No-cost Events: All designees are permitted to attend any events that do not have any costs associated with them.

Section 5: Club Regulations for Corporate Membership

A. Badges: Each designee will have a club name badge.

B. Votes and quorum: For the purpose of general meetings and club matters, designee present at the time of vote would represent the corporate entity or business and vote on their behalf.

C. Holding office: The 'Senior Designee' can hold any office in the Rotary club to which the designee is elected in the normal way.

D. Meeting minutes and communication: The 'Senior Designee' will receive the club's meeting minutes and other communication. It is their responsibility to pass the information along to the other designees. The designee attending the weekly meeting should also communicate information to the other designees.

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E. Public liability cover: All designees will be included under the respective club liability insurance provided by Rotary International while participating in any approved club activities or projects, if applicable.

F. Termination: The process for terminating the membership of a designee or the eligible corporation will be the same as with active members.

Article XIII 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 of Directors. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board of Directors without discussion.

Article XIV: Order of Business

Section 1: Regular Meeting Order of Business

- Call to Order
- Pledge of Allegiance
- Invocation
- Introduction of visiting Rotarians/Guests
- Announcements
- Meal
- Happy/Sad dollars
- Program
- Adjournment

Section 2: Board of Directors' Meeting Order of Business

- Call to Order
- Acceptance of minutes
- Correspondence/Announcements
- Committee Reports
- Old Business (unfinished)
- New Business
- Adjournment

Article XV: Amendments

These bylaws may be amended at any regular meeting with a quorum present or by electronic vote present or not, by a two-thirds vote of all members present or by a two-thirds vote of all club membership in the case of an electronic, virtual vote, provided that notice of such proposed amendment shall have been sent to each member at least ten (10) days before such meeting. No

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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.

(Note from Rotary International: These bylaws are recommended only and may be changed by any Rotary club to meet its own conditions, provided such changes are not out of harmony with the club constitution and with the constitution and bylaws of Rotary International. If any doubt exists, the proposed changes should be submitted to the general secretary for the consideration of the Board of Directors of Rotary International.)