

**Bylaws of the
Rotary Club of Millbrook, NY* January, 2015**

**NOTE: Changes to these By-laws must be in harmony with the Standard Rotary Club Constitution and with the RI Constitution, RI Bylaws, and the Rotary Code of Policies. If any doubt exists, the proposed changes should be submitted to the general secretary for the consideration of the Board of Directors of RI. Further information on the policies and procedures of this club are contained in the Handbook.*

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 the president, immediate past president, president-elect, vice-president, secretary, treasurer, sergeant-at-arms, and two directors. The president may appoint up to two additional directors.

Article 3 Election of Directors and Officers

Section 1 – The chair and members of the nominating committee shall be selected by the Board and approved by majority at or before the September Board Meeting. The nominating committee shall consist of either 3 or 5 members. The members should consist of past-presidents, chairs of active committees, or other members exhibiting leadership characteristics. Once the committee has been selected, the members shall be announced to the general membership of the club.

Section 2 – The duty of the nominating committee is to select the slate of Directors and Officers to be considered for the ensuing year. The committee will announce that they are meeting and will also accept any suggestions for these positions from the general membership prior to selecting the slate.

Section 3 – The slate of Directors and Officers for consideration shall be announced to the general membership no later than the November Business meeting.

Section 4 –The election of Officers and Directors will be conducted at the December Business meeting. The presiding officer shall ask for any additional nominations from the floor for each position. Any member nominated from the floor must consent to his or her candidacy prior to being nominated. The nominations duly made shall be voted via anonymous ballot. The candidates for president, vice-president, secretary, treasurer, sergeant-at-arms, and two directors receiving a majority of the votes shall be declared elected to their respective offices. On 1 July immediately following that year, all officers and directors shall assume office. The president-elect will become president.

Section 5 – A vacancy in the Board or any office shall be filled by action of the remaining officers and directors, on the recommendation of the nominating committee. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors and officers-elect, on the recommendation of the nominating committee.

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 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 serve as a director and to perform such other duties as may be prescribed by the president or the board. The President-elect is responsible for an annual review and updating of the By-laws and Handbook. When elected, the president-elect may assume the duties of the vice-president.

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 to perform other duties as ordinarily pertain to the office of vice-president. Depending on the decision of the Nominating Committee, the Vice-President may also be the President-elect.

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; 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; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. The secretary is a member of the Board.

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. The treasurer is a member of the Board.

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. The sergeant-at-arms is a member of the Board.

Article 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club shall be held at the December Business meeting each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

(Note: Article 6, 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 – The regular weekly meetings of this club shall be held on Wednesday (day) at 12:15pm (time). Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to 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’s 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 9, sections 1 and 2.

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

Section 4 – Regular meetings of the board shall be held once a month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 – A majority of the board shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The admission fee shall be \$ 10.00 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues shall be \$ 200.00 per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Article 7 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 anonymous ballot, including proxy. 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 club voting is conducted by vocal assent.

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 New Generations Service. This club will be active in each of the Avenues of Service.

Article 9 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 Relations**
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.

- Service Projects
This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community 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.

Additional ad hoc committees may be appointed as needed.

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

(b) Each committee shall transact its business as 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 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.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A listing of such optional committees is found in the club Handbook. A club may develop a different committee structure as needed.)

Article 10 Duties of Committees

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.

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 (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 of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 12 Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board.

Section 3 – All bills shall be paid by the treasurer or other authorized officer.

Section 4 – It is the club’s goal to perform an annual financial review.

Section 5 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be 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 RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 13 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, herein referred to as the sponsor, shall be submitted to the board by filling out Rotary International form 254-EN, “How to Propose a New Member” through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The membership committee shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution. If the requirements are satisfied, the membership committee shall then recommend the proposed for membership to the board.

Section 3 – The board shall approve or disapprove the proposal, by majority, within 30 days of its submission and shall notify the sponsor, through the club secretary and membership committee, of its decision. The secretary shall then publish the proposed member’s biography at least two times in the club’s weekly notes.

Section 4 – If no written objection(s) to the proposal is received by the board, or membership committee, from any member (other than honorary) of the club within fourteen (14) days following publication of biographical information about the prospective member, that person, as prescribed in these bylaws, shall be considered to be elected to membership upon payment of the admission fee. Any written objection(s) filed with the board, or membership committee, shall be reviewed by the board in conjunction with the membership committee. The board will then vote on the proposed member at the next meeting. If approved by majority despite the objection(s), the proposed member, upon payment of the admission fee, shall be considered elected to membership. If not approved the candidate shall not be considered to be elected to membership.

Section 5 – If no objection is received from the membership by the Board, the Membership Committee shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form, pay the admission fee, and permit his or her name and proposed classification to be published to the club.

Section 6 – Following the election, the membership committee shall arrange for the new

member's induction and club information session. The club secretary shall arrange for the membership card or certificate, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI. The sponsor and membership committee will assist with the new member's assimilation into the club by assuring that the new member becomes familiar with, and active on club committees.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 14 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 15 Order of Business

Meeting called to order.
Introduction of visitors.
Correspondence, announcements, and Rotary information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article 16 Amendments

These bylaws may be amended at any regular meeting, by a two-thirds vote of all members including proxies. Notice of such proposed amendment must 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 standard Rotary club constitution and with the constitution and bylaws of RI.