

BYLAWS OF THE ROTARY CLUB OF SALEM, OHIO, INC.

ARTICLE I – MEETINGS

Section 1. Regular Meeting: The Regular Meeting of this Club shall be held on Tuesday at Noon. Due notice of meeting changes and cancellations shall be given to all members of the Club. With approval of the Board, service projects, social events, and online meetings may count as meetings. All members excepting an Honorary Member or member excused by the Board of Directors, shall be counted as present or absent.

- (a) Order of Business: Meeting called to order. Invocation and pledge. Introduction of visiting Rotarians. Correspondence and announcements. Committee reports. Unfinished business. New business. Address and other program features. Adjournment.

Section 2. Annual Meeting: An Annual Meeting of this Club shall be held on the first Tuesday of December in each year or as set by the Board, but no later than 31 December, at which time the election of Officers and Directors to serve for the ensuing year shall take place.

Section 3. Board Meeting: Regular Meetings of the Board shall be held monthly at a publicized place and time as determined by the President. Due notice of meeting changes shall be given to all Board members. 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. Quorum and Vote: One-third of the membership shall constitute a quorum at the Annual Meeting and Regular Meetings. A majority of the Board members shall constitute a quorum of the Board. Unless otherwise defined in these Bylaws, a majority of voting members present shall constitute an affirmative vote.

ARTICLE II – MEMBERSHIP

Section 1. Membership: The Club shall have Active Members with full rights and responsibility including providing speakers for Club meetings, participating in Club activities, and serving as Officers and on Club committees. The Club may have Honorary Members who are invited to attend regular Club meetings and participate in Club activities.

- (b) Active Members: Persons of good character and good business, professional and/or community reputation who encourage and foster the ideals of Rotary.
- (c) Honorary Members: Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause.

Section 2. Election of Members: New members are essential to achieving Rotary's goals of community and international service.

- (a) Proposing A New Member: Existing members have the responsibility to identify and propose new members who share the ideals of Rotary. Members should consider inviting a potential new member to one or a few regular Club meetings and sharing information about Rotary. The proposer should pay guest meal expenses and may request credit in writing to the Treasurer.
- (b) Method of New Member Proposal: If a potential new member demonstrates an interest in Rotary and the ideals of Rotary, the proposer should complete the “New Member Proposal Form” and submit this form to the Membership Chair or President. The proposer should NOT inform the potential new member about the proposal until membership invitation has been approved by the Board.
- (c) Board Approval of Membership Invitation: The Membership Chair shall notify the Board at a regular or special meeting providing background information of the proposed new member. The Board shall take such actions necessary to investigate the eligibility of the proposed new member from the standpoint of the “Object of Rotary” and general eligibility. Upon affirmative vote of the Board for membership invitation, the proposed new member shall be invited to apply for membership by the proposer, educated about Rotary and membership requirements, and asked to complete and sign the “New Member Application Form.”
- (d) Club Membership Consideration of Proposed New Member: If the proposed new member accepts the Board’s invitation and applies for membership, the proposed new member’s name and background information shall be published for Club membership consideration. Active Members may submit SIGNED written objections concerning the proposed new member to the President within ten (10) days following publication. Upon written request, the submitter’s identity shall remain anonymous.
 - (1) Club Objections: If there are any properly presented objections to the proposed new member, the Directors and Officers of the Board shall meet at a regular or special meeting for confidential deliberation and secret balloting to consider offering the proposed new member “membership despite objections.” The proposed new member shall not be granted membership if three (3) or more negative votes are cast.
 - (2) No Club Objections or Board Votes to Offer Membership Despite Objections: If no Club objections are received or the Board votes to offer “membership despite objections,” upon payment of admission fee, the proposed new member shall be considered to be elected to membership as an Active or Honorary Member. The new member shall be inducted at a Regular Meeting of the Club.

Section 3. Transferring or Former Rotarian: Members who are former Rotarians of this or any other Rotary Club or transferring from another service club who have an outstanding club debt are ineligible for membership in this Club until debts are paid and written proof is provided.

ARTICLE III – MEMBERSHIP FEES AND DUES

Section 1. Admission Fee: The admission fee shall be reviewed and set annually by the Board, to be paid before the applicant can qualify as a member.

Section 2. Active Membership Dues: The dues of Active Members shall be reviewed and set annually by the Board. All Active Members are required to pay Regular Meeting's meal expenses except those members granted excused absences or attending Rotary-sanctioned make-up meetings (see Article IV).

Section 3. Honorary Membership Dues: The dues of Honorary Members shall be the expense of the Regular Meeting's meal expense to which the member attends.

Section 4. Failure to Pay Dues: Any member failing to pay admission fee or 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 discretion of the Board.

ARTICLE IV – MEMBER EXCUSED ABSENCE

Section 1. Excused Absence: Upon written application to the Board, setting forth good and sufficient cause, an Active Member may be granted an excused absence from attending the Regular Meetings of the Club for a specified length of time. "Good and sufficient cause" may include the sum of the member's age and years of membership in one or more Rotary Clubs totaling 85 years or more.

Section 2. Duration: A member's excused absence from Regular Meetings shall not extend for longer than twelve (12) months, except for medical reasons which shall require renewal beyond twelve (12) months.

Section 3. Dues: During an excused absence, member is responsible for paying all Club dues except those related to meal expenses for unattended Regular Meetings. Membership may be terminated for failure to pay dues subject to discretion of the Board.

Section 4. Make-up Meeting: Non-excused members who are absent from a Regular Meeting may attend a Rotary-sanctioned make-up meeting or event within 14 days before or after the meeting. Meal expense credit will be provided with written notification to the Secretary. Event Chair shall notify the Secretary of member participation in Rotary-sanctioned events.

Section 5 Termination for Non-Attendance: Members are encouraged to attend meetings and participate in service projects and social events. Make-up meetings and Board approved make-up activities are highly encouraged. Termination of members for non-attendance shall be at the discretion of the Board.

ARTICLE V – DIRECTORS AND OFFICERS

Section 1. Governing Body: The governing body of this Club shall be the Board of Directors consisting of the following members of this Club: President, as Chair; President-Elect, Vice President, Secretary, Treasurer, Sergeant at Arms, as Officers; Rotary Avenue of Service Chairs, and the immediate Past President, as Directors. Board may appoint additional ex-officio, non-voting members to the Board on an annual basis.

Section 2. Nominating Committee: The nominating committee shall consist of the President, President-Elect, Vice President, and two Past Presidents and Chaired by the President-Elect.

Section 3. Election: At the Annual Meeting, the Presiding Officer shall receive the Nominating Committee report and ask for nominations from Active Members of the Club for President-Elect, Vice President, Secretary, Treasurer, Sergeant at Arms, and Rotary Avenue of Service Chairs for the ensuing year. All nominations duly made shall be presented to the Club for vote by written ballot. The Sergeant at Arms shall act as teller. Candidates receiving the highest votes shall be considered elected.

Section 4. Term: The term of office for newly elected positions shall be one (1) year commencing on the first day of July following election. The current President-Elect shall assume office as President at that time.

Section 5: Duties:

- (a) President: It shall be the duty of the President to preside at meetings of the Club and Board and perform such other duties as ordinarily pertain to this office.
- (b) President-Elect: It shall be the duty of the President-Elect to serve as a member of the Board of Directors and to preside at meetings of the Club in the absence of the President, to Chair the Nominating Committee, and perform such other duties as may be prescribed by the President or the Board.
- (c) Vice President: It shall be the duty of the Vice President to perform such duties as ordinarily pertain to the office, to oversee Regular Meeting programs, and perform such other duties as may be prescribed by the President or the Board.
- (d) 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, maintain Club history in conjunction with the Sergeant at Arms, and perform such other duties as usually pertain to this office. Upon retirement from office, Secretary shall turn over all Club property to his/her successor.
- (e) Treasurer: It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club and Board and perform such other duties as pertain to this office. Upon retirement from office, Treasurer shall turn over all funds, books of accounts, and Club

property to his/her successor. President shall appoint an Assistant Treasurer who shall perform such duties as prescribed by the President, the Board, or the Treasurer.

- (f) Sergeant at Arms: The duties of the Sergeant at Arms shall be to keep order during meetings, take attendance, act as teller for election of Officers, maintain Club banners, property, and memorabilia in conjunction with the Secretary, and perform such other duties as may be prescribed by the President or the Board. Upon retirement from office, Sergeant at Arms shall turn over all Club property to his/her successor.
- (g) Avenue of Service Chair: The duties of the Rotary Avenue of Service Chairs shall be to ensure all Avenue responsibilities are performed and fulfilled in accordance with the goals and objectives of Rotary International and the Club, and perform such other duties as prescribed by the President or the Board.
- (h) Past President: The duties of the Past President shall be to ensure continuity of Club programs and activities, serve as a resource to Board members, and perform such other duties as prescribed by the President or the Board.

Section 6. Vacancy: A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board. A vacancy in the position of any Officer-elect or Directors-elect shall be filled by action of the remaining members of the Board of Directors-elect.

Section 7. Removal: Any Director or Officer, including the President, may be removed at a Special Meeting of the Board of Directors called for that purpose with at least ten (10) days' notice. A unanimous vote of all other Board members is required to remove a Director or Officer, including the President, from position.

Section 8. Absentee Voting: At the request of the President or President-Elect, a vote of the Board of Directors may be conducted via mail or through any reasonable means of electronic communication. Such vote shall be recorded by the Secretary and have the force and effect of a vote taken at a scheduled Board Meeting. The Secretary's records shall be ratified by the Board at the next Board Meeting.

ARTICLE VI – COMMITTEES

Section 1. Standing Committees: The President shall, in conjunction with the Director, subject to the approval of the Board, appoint the members of the Rotary Avenue of Service standing committees which shall be chaired by their respective Director.

Section 2. Additional Committees: The President may, subject to the approval of the Board, appoint the Chair and members of additional committees, including Membership, Public Relations, Rotary Foundation, Service Projects, and other committees as needed to achieve the Club's annual and long-range goals. The Additional Committee Chairs may be invited to attend Board meetings as ex-officio, non-voting members.

Section 3. Committee Business: Each committee shall transact such business as requested by the President and Board under the direction of its Chair. The President shall be ex officio member of all committees and as such shall have all the privileges of membership thereon. 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. Each committee shall provide the Secretary an accurate record of all meetings which shall become part of the Club's official records.

Section 4. Absentee Voting: At the request of the committee Chair or President, a vote may be conducted via mail or through any reasonable means of electronic communication. Such vote shall be recorded by the Chair and have the force and effect of a vote taken at a scheduled committee meeting. The Chair's records shall be ratified by the committee at the next committee meeting.

ARTICLE VII – CLUB FINANCES

Section 1. Financial Institutions: The Treasurer shall oversee all receipts, expenditures, and financial accounts of the Club. Financial accounts shall be opened or closed only by the approval of the Board. Checks and electronic transfer of funds over \$250 not previously authorized by the board shall require signatures of two (2) individuals authorized by the board to have signature authority.

Section 2. Fiscal Year: The Fiscal Year of this Club shall extend from 1 July through 30 June.

Section 3. Budget: On or about 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 VIII – 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 Regular Meeting of the Club, shall be referred to the Board without discussion.

ARTICLE IX – INTERPRETATION

Paragraph headings and capitalizations contained are for convenience only. Proceedings of the Club and Board shall be governed by the current Robert's Rules of Order.

ARTICLE X – AMENDMENTS

These Bylaws may be amended at any Regular Meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been

reviewed by the Board and given to each member at least ten (10) days before such meeting. Changes to these Bylaws must be consistent with the “Standard Rotary Club Constitution,” “Rotary International Constitution,” “Rotary International Bylaws,” and “Rotary Code of Policies.”

Revised and Adopted by the Rotary Club of Salem, Ohio, Inc., this sixth day of February 2018.