

Bylaws of the Rotary Club of Keene, New Hampshire

Article I Definitions

Annual Meeting: The Club meeting held on the second Monday of December in each year, at which time the election of Officers and Directors to serve for the ensuing Year(s) take place

Board: The Directors and Officers of this club

Club: Rotary Club of Keene

Director: A Member of the Club elected (or appointed) to serve as a one of six (6) governing Directors in accordance with these By-laws.

Member: A member, other than an honorary member, of the Club

Officer: The holders of the following seven (7) positions during each respective Club Year; President, Immediate Past President, President-Elect, Vice-President, Secretary, Treasurer, Sergeant-at-Arms.

RI: Rotary International

Year: The twelve-month period that begins on July 1st of each year

Viva voce vote: Club voting conducted by vocal assent

Article II Board of Directors

The governing body of this Club shall be a Board consisting of all Officers and Directors of this Club. The Officers and Directors are to be elected in accordance with Article III, Section 1 of these Bylaws. Only the President, Secretary or Treasurer may represent the Board beyond Club meetings unless such authority is specifically granted by vote of the Board.

Article III Election of Directors and Officers

Section 1 – At a regular weekly meeting at least two months prior to the Annual Meeting, the President shall announce the appointment of a nominating committee to propose candidates for open Officer and Director positions for the following Year. At a regular weekly meeting at least one month prior to the Annual Meeting, the presiding Officer shall ask for nominations for all Officer and Director positions which will become vacant in the following Year. Nominations shall be duly made only upon the previous consent of the nominee. The nominations shall be presented by the nominating committee and by Members from the floor, by either, or by both. The nominations duly made shall be placed on a written ballot in alphabetical order under each position and shall be voted for at the Annual Meeting. The candidates for each Officer position receiving a majority of the votes shall be declared elected to the respective office. The candidate(s) for Director receiving the highest total votes shall be declared elected to fill the first vacant position, with additional vacancies being filled by the candidate receiving the next highest total votes, and so forth until all vacancies have been filled. No Director shall be a candidate to succeed his or herself more than once.

Section 2 – A vacancy in any Director or Officer position shall be filled by action of the Board for the remaining term of the vacant position.

Article IV Terms of Office

All Officers shall serve one year terms except the Secretary and Treasurer who shall serve three year terms. All Directors shall serve three year terms. The terms for Director shall be staggered such that (2) Director positions shall be open for election each Year. No member of the Board, other than the Sergeant-at-Arms, may serve more than twelve (12) years without stepping down from the Board for at least one year. No person may serve as both Secretary and Treasurer in the same term.

Article V Duties of Officers

Section 1 – President: It shall be the duty of the President to preside at meetings of the Club and 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 member of the Board 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 member of the Board and to perform such other duties as may be prescribed by the President or the Board. He/she is to preside at meetings of the Club and the Board in the absence of the President. The President-Elect shall attend the “President Elect Training Seminar” at the expense of the Club.

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 President-Elect 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 records of membership as needed; record attendance at meetings; send out notices of Club and Board meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on January 1st and July 1st of each year, which shall include per capita dues for all Members and prorated dues for 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 to RI official magazine subscriptions to The Rotarian; 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 same to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertain to this office. 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 in his/her possession.

Section 7 – Sergeant-at-Arms: The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the President or the Board.

Article VI Meetings

Section 1 – An Annual Meeting of this Club shall be held in each year at which time the election of Officers and Directors to serve for the ensuing Year shall take place.

Section 2 – Regular weekly meetings of this Club shall be held on Monday at 12:00 noon. Due notice of any changes in or cancellation of the regular weekly meeting shall be given to all Members. All Members excepting Member excused pursuant to the standard Rotary club constitution, in good standing in this Club on the day of the regular weekly meeting, must be counted as present or absent, and attendance must be evidenced by the Member’s being present for at least fifty (50) percent of the time devoted to the regular weekly meeting, either at this Club or at any other RI 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 weekly meetings of this Club.

Section 4 – Regular meetings of the Board shall be held monthly at a time established by the 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 5 – A majority of the Board shall constitute a quorum of the Board.

Section 6- The Annual Meeting of the Members, any special meeting of the Members, or any meeting of the Board may be adjourned to a specific time and place by a vote of those members who are present.

Article VII Fees and Dues

Section 1 – The admission fee shall be set by the Board and shall be paid before the applicant can become a Member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues shall be set by the Board annually.

Article VIII 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 written ballot. The Board may determine that a specific resolution be considered by ballot rather than by Viva Voce Vote.

Article IX 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 X 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.
- **Administration:** This committee, or group of committees, should conduct activities associated with the effective operation of the Club.
- **Service Projects:** This committee, or group of committees, 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.

The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

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 outside of that approved by the Board.

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 XI Duties of Committees

The duties of all committees shall be established and reviewed by the President-Elect for his or her Year. In declaring the duties of each, the President-Elect shall reference appropriate RI materials and the Avenues of Service when developing plans for the Year.

Each committee shall have clearly defined goals, and action plans established at 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 XII 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 XIII Finances

- Section 1** – Prior to the beginning of each 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 the other community service operations.
- Section 2** – The Treasurer shall deposit all Club funds in a bank(s) approved by the Board. The Club funds shall be reported as two separate parts: Club operations and community service.
- Section 3** – All bills shall be paid by the Treasurer, once authorized by a Director, Officer or committee chair. In the absence of the Treasurer, bills may be paid by another authorized Officer only when approved by two other Officers, Directors or committee chairs.
- Section 4** – At the discretion of the Board, a thorough review or audit by a certified public accountant or other qualified person(s) may be made of all the Club's financial transactions.
- Section 5** – Officers having charge or control of Club funds shall give bond as may be required by the Board for the safe custody of the funds of the Club, with the cost of any such bond to be borne by the Club.
- Section 6** – The payment of Member's fees and dues shall be made annually or more often as determined by the Board. The payment to RI of per capita dues and RI official magazine subscriptions shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.
- Section 7** – Any donation of money or property offered to the Club having a total value greater than Twenty-five hundred dollars (\$2,500.00) shall require affirmative vote of the Board prior to acceptance. If so desired, the Board may seek approval of the full Club membership at a regular meeting.

Article XIV Method of Electing Members

- 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.
- Section 2** – The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.
- Section 3** – The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Secretary, of its decision.
- Section 4** – 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 sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club Members.
- Section 5** – If no written objection to the proposal, stating reasons, is received by the Board from any Member of the Club within seven (7) days following publication of information about the prospective member, that person, upon payment of any admission fee as prescribed in these bylaws, shall be considered to be elected to Membership. Any such objection filed with the Board shall be voted on at its next meeting. If approved by the Board despite the objection, the proposed member, upon payment of any admission fee, shall be considered to be elected to Membership.
- Section 6** – Following the election, the President shall arrange for the new Member's induction, and further orientation with new Member literature. In addition, the President or Secretary will report the new Member information to RI and the President will assign an existing Member to assist with the new Member's assimilation to the Club as well as assign the new Member to a Club committee, project, or function.
- Section 7** – The Club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

Article XV 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 XVI Order of Regular Business of Meetings

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

Article XVII 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 provided 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 Rotary International.

Article XVIII Indemnification

No Director or Officer shall be personally liable to the Club or its Members for monetary damages for breach of fiduciary duty as a Director, Officer, or both, except with respect to:

- (a) any breach of the Director's or Officer's duty of loyalty to the Club or its Members; or
- (b) acts of omission which are not in good faith or involve intentional misconduct or a knowing violation of the law; or
- (c) any transaction from which the Director, Officer, or both, derived an improper personal benefit.

The Board may from time to time establish and implement policies for indemnification of the Club's present and former Directors and Officers.

ARTICLE XIX Conflict of Interest

The Board shall adopt and enforce a conflict of interest policy governing transactions between the Club and Directors, Officers and Club Members or the members of their immediate families which is consistent with the provisions of RSA 7:19-a, as they may exist from time to time.

Any Director, Officer or Club Member who, or a member of whose immediate family, proposes to enter into a pecuniary benefit transaction (as defined by RSA 7:19-a) with the Club shall have an affirmative obligation to disclose such interest or that of the family member and shall be prohibited from participating in the discussion on the subject or voting thereon. The Board shall authorize the Club to enter into such pecuniary benefit transactions only in accordance with the applicable provisions of RSA 7:19-a, as they may exist from time to time.

Revised and approved 2003
Revised and approved 2008
Approved by the Board March 18, 2013