

## Current Bylaws – 6/19/2024

Bylaws of the Rotary Membership of Irondequoit, New York

Amended October 10, 2012 B. Scheidt

Further amended January 21, 2013 J. Rinere

Further amended May 6, 2013 B. Scheidt

Further amended December 19, 2018 B. Scheidt

Further amended June 15, 2022 by Club Vote

Further amended June 19, 2024 by Club Vote

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 a Honorary member, of this Club; or a Corporate Member.
4. **Honorary Member:** An individual recognized through Board approval as described in Article XIV Section 7.
5. **Corporate Member** A senior member of an organization, who will hold the membership, and up to three persons designated by the Senior member who may substitute for the Senior member at meetings and events. Voting rights reflect a single vote for a Corporate Member regardless of the number of designees from that organization.
6. **RI:** Rotary International.
7. **Year:** The twelve-month period that begins July 1 in any calendar year.
8. **Membership:** Members in good standing of the Irondequoit Rotary Club Inc. This Club was chartered on March 27, 1967, sponsored by the Brighton Rotary Membership represented by Milt Matthews and incorporated by Richard Elliott as a not-for-profit corporation, with Charles Speedy, Sandy Panzarella and Norbert Rappl the incorporating directors. The terms "Club" and "Membership" will be used interchangeably in these bylaws.
9. **Quorum(s):** See Article II (Board) and Article V, section 2 (membership meetings)

### Article II Board

The governing body of this Membership shall be a Board consisting of the following members of the club: the president, president-elect, secretary, treasurer, sergeant-at-arms, and two directors-at-large who are elected in accordance with article III, section 1, of these bylaws. The two immediate past presidents are also Directors.

A majority of the directors (5 out of 7) shall constitute a quorum of the Board. A simple majority of the quorum will be required to transact the usual business of the Board.

### Article III Election of Directors and Officers

Section 1 - At the club's January business meeting, the presiding officer shall ask for nominations by the Membership for president, president elect, secretary, treasurer, sergeant-at-arms and two directors-at-large. The nominations may be presented by a nominating

committee or by members from the floor. If it is determined to have a nominating committee, such committee shall be appointed by the president. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the club's February business meeting. The candidates for president, president-elect, secretary, treasurer, sergeant-at-arms and the two directors-at-large receiving a majority of the votes shall be declared elected to their respective offices.

In the event that a single candidate is nominated for each office, a simple majority vote of the Membership may be taken.

The term of office for a club officer or director is specified as one year in the Standard Rotary Club Constitution. If a successor is not elected, the current officer's term may be extended for up to one year.

Section 2 - A vacancy in the Board or any office shall be filled by action of a majority vote of the Membership.

Section 3 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of a majority vote of the Membership.

Section 4 – A Director or Officer may be removed for cause by a majority vote of the Board of Directors. "Cause" is defined as action or inaction by a Director or Officer in conflict with "The Object of Rotary" or the "Rotary Four-Way Test" as defined by RI.

#### **Article IV Duties of Officers**

Section 1 - President. It shall be the duties of the president to preside at meetings of the Membership and the Board and to perform other duties as ordinarily pertain to the office of president.

Section 2. President Elect. It shall be the duty of the president elect to preside at meetings of the Membership and the Board in the absence of the president and prepare for his or her year in office by attending District President-Elect trainings, President Elects Training (PETS) conference, and taking online president-elect courses available on the RI website.

It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for Membership committee, mandates, goals, and plans for presentation to the Board in advance of the commencement of the year.

Section 3 - Secretary. It shall be the duty of the secretary to keep Club records. Duties include: recording attendance at all Board, business and club meetings; sending out notices of Club,

Board and committee meetings as directed by the President or BOD; recording and preserving the minutes of Board Meetings and Club Business Meetings; as well as recording any actions voted on by the club at other club meetings.

Duties of the secretary also include reporting, as required, to RI. These reports include the semiannual reports of the Club on January 1 and July 1 of each year, as well as the prorated reports on October 1 and April 1 for each active member who has been elected to the Club since the start of the July or January semiannual reporting period, and other changes in membership.

Duties of the secretary also include submitting the monthly attendance numbers on the District website and updating, as needed, the club's information on the Rotary International website's Club Central pages, including the Club Goals and Service Activities Sections; and performing other duties as usually pertain to the office of secretary.

Section 4 - Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the Membership annually and at any other times upon demand by the Board, prepare an annual audit 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 and submit a final audit for the covering the term of his or her tenure.

Section 5 - Sergeant-at-Arms. The duties of the sergeant-at-arms shall be to maintain order in the meetings; to collect fines and happy dollars; to ensure the meeting space is set up prior to meetings, Rotary items are put away at the end of the meeting, and other duties as may be prescribed by the president or the Board.

#### **Article V Meetings**

Section 1 - The regular (weekly) meetings of this Membership shall be held (on Wednesday at 6:15 pm) once each week at a predetermined time and place. Meetings may be held virtually, if necessary or desirable for health, safety or other reasons agreed upon by the club. Due notice of any changes in or canceling of the regular meeting shall be given to all active and honorary members of the Club.

Members in good standing on the day of the regular meeting, must be counted by the club secretary (or designee), and reported monthly on the District website. (see Article IV, "Duties of Officers", section 3).

Section 2 One-third of the Membership in good standing on the date of any regular or special club meeting shall constitute a quorum. A simple majority of the members present will be

sufficient to pass any motion made and seconded except for amendments to these Bylaws which require a 2/3 majority of the members present as stated in Article XVII.

Section 3 - Regular meetings of the Board shall be held prior to the regular monthly business meeting.

Section 4 - Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, with due notice within 7 days prior, having been given to the remaining members of the Board.

Section 5 – One weekly meeting each month will be designated a business meeting at which only members in good standing will be allowed to attend, and at which the business affairs of the Club will be transacted. Reports of officers, approval of expenditures and donations, election of officers, courses of action and such matters will be handled at the business meeting.

#### **Article VI Fees and Dues**

Dues shall be set by a majority vote of the Membership each year, payable annually on the first day of July with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. Assessments may be imposed from time to time to make up for a shortfall of funds by a majority vote of the Membership.

Corporate Member Dues shall be two (2) times the individual dues. Corporate members will be listed as club sponsors, and have advertising in all club publications, newsletters, website and social media.

#### **Article VII Method of Voting**

The business of this Club shall be transacted by voice vote except, and unless a member calls for a vote by a show of hands or other method. The election of officers and directors may also be conducted by voice vote.

#### **Article VIII Rotary Mission and the Five Avenues of Service**

The Club is organized exclusively to carry out the mission of Rotary, which is to provide service to others, promote integrity, and advance world understanding, goodwill, and peace through our fellowship of business, professional, and community leaders.

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary Membership. They are: 1) Club Service, 2) Vocational Service, 3) Community Service, 4) International Service and 5) Youth Service.

This Club will be active in each of the five Avenues of Service

#### **Article IX Committees**

Club committees are charged with carrying out the annual and long-range goals of the Membership based on the five Avenues of Service. 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 Committee**

This committee shall consist of 3 members besides the chair. It should develop and implement a comprehensive plan for the recruitment, orientation, and retention of members.

- **Public Relations Committee**

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

- **Service Project Committee**

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

- **Audit Committee**

This committee should develop and implement plans to assure proper handling of funds received and handled by the Membership through appropriate checks and balances and segregation of duties. The committee shall also perform duties as defined in Article XII section 4 and section 6. 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 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 X 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.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the year.

#### **Article XI Leave of Absence**

Upon written application to the Board from a member in good standing, setting forth good and sufficient cause, a leave of absence may be granted excusing that member from meeting attendance and function commitments for a specified length of time. That member must continue to pay annual dues. This leave of absence may be extended from year to year upon payment of dues and approval of the Board.

#### **Article XII Reinstatement of Membership**

If a member leaves the club without requesting a leave of absence and ceases to pay dues, the former member may be readmitted to membership upon receipt in writing of his/her request, favorable vote on the part of the BOD and Membership, completion of membership form, and payment of dues.

#### **Article XIII 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 (e.g., administration or expense to send a delegate to a Rotary conference) and one in respect of Club charitable donations and/or service operations (e.g., purchase of equipment for a playground to be used by the community).

Section 2 - The treasurer shall deposit all Club funds in a bank, approved by the Board.

Section 3 - All bills shall be paid by the treasurer or other authorized officer only when approved by the president or individual named by the president (other than the treasurer).

Under no circumstance will the Treasurer have authority to unilaterally execute both deposits and withdrawals.

Section 4 - A thorough review of all financial transactions by a qualified person or audit committee shall be made at least once each year or as defined in Article IV Section 4.

Section 5 - The fiscal year of this Club shall extend from July 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year based on the membership of the Club on those dates.

Section 6 – Within the constraints of annual approved budgets:

- The president may authorize individual Club-related expenditures up to \$200 without Board approval, these expenditures are to be reported to the Board at the next scheduled meeting.
- The Board may authorize individual Club-related expenditures up to \$400 without Club approval, these expenditures (and any others reported by the president as described above) are to be reported to the Membership at the next scheduled Club meeting.
- Committee Chairs may authorize expenditures up to the limit and as allocated in their respective approved budgets (if any).
- All other expenditures greater than \$400 require the approval of the Club. Proposed unbudgeted expenditures of more than \$500 may not be voted on at the meeting where they are initially proposed. They must be publicized to the active Club members and voted on at a subsequent meeting where no guests are present.
- All expenditures are subject to review by the Audit committee

#### **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 and the Membership Chair in writing. 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 Chair shall ensure that the membership proposal meets all the membership requirements of Rotary International.

Section 3 - The Board shall approve or disapprove the membership proposal within 30 days of its submission, and shall notify the proposer, through the Membership chair, of its decision.

Section 4 - If the decision of the Board is favorable, the prospective member shall be informed that the request of membership has been approved by the Board. The perspective 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 to be published to the Club.

Section 5 - If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that person, upon payment of dues (if not honorary membership), as prescribed in these bylaws), shall be considered elected to the Club.

If any written objection, stating reasons for the objection, has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the dues (if not honorary Membership), shall be considered elected to the Club.

Section 6 - Following the election, the Membership Chair 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 7 - The Club may elect honorary members proposed by the Board. in the same manner as outlined in Sections 1 -- 5 of this Article XIV. A person who distinguishes him or herself in the furtherance of Rotary ideals may be elected to Honorary Membership. The honorary member is exempt from paying fees and dues and cannot vote or hold office. Honorary Membership terminates each year on June 30 but may, by resolution, be continued from year to year.

#### **Article XV Internal Revenue Code Compliance**

##### **Section 1 — Prohibitions.**

No part of the net earnings of the club shall inure to the benefit of, or be distributable to its members, officers, or other private individual, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Club in furtherance of the purposes set forth in Article VIII Rotary Mission and Avenue of Services of the Club's bylaws.

No substantial part of the activities of the club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.



Notwithstanding any other provision of these articles, the club shall not carry on any other activities not permitted to be carried out by a non-profit-corporation exempt from state sales tax under section 1116(a)(4) of the NYS Tax Law.

#### Section 2 — Other Activities.

Notwithstanding any other provision of the articles of the club's bylaws this club shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this Club.

#### Section 3 — Dissolution.

In the event of dissolution, all the remaining assets and property of the Club shall after necessary expense be distributed to organizations that qualify under Section 501 (c) (3) of the Internal Revenue Code of Section 4958 of the Internal Revenue Code or corresponding provisions of any subsequent Federal Tax Laws or to the Federal Government or to the State or Local Government for a public purpose. No member or officer of the Club will be entitled to share in the distribution of any of the assets of the Club.

#### **Article XVI Resolutions**

The Club shall not consider any resolution or motion to commit the Membership 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 XVII Order of Business: Business Meeting**

Meeting called to order.

Visitors asked to leave the room.

Pledge of Allegiance

Prayer

Song

Correspondence, announcements and Rotary Information.

Committee reports if any.

Any unfinished business.

Any new business.

Happy Dollars and Fines

Adjournment.

#### **Article XVIII Order of Business Regular Club Meeting**

Meeting called to order

Pledge of Allegiance

Prayer

Song

Introduction of Visitors

Program

Correspondence, announcements and Rotary Information.

Happy Dollars and Fines

Adjournment.

#### **Article XIX Amendments**

These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided notice of such proposed amendment shall have been mailed or emailed based on the then current club roster to each member at least ten (10) days before such meeting.

Revised

October 10, 2012

January 27, 2013

May 6, 2013

December 19, 2018

June 15, 2022

June 19, 2024