

**Bylaws of the Rotary Club of Montachusett Area
Rotary Club #21824**

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 - Membership

Membership categories will be as follows:

- **Individual** – An individual member, who is eligible to vote for club resolutions. Dues paying.
- **Corporate membership** – Comprised of one primary member and up to 3 additional Associate members from the same company or organization. If the primary member is absent, an Associate member's presence at the meeting can be counted for Attendance purposes, but not toward achieving Perfect Attendance. Only the primary member is eligible to vote for club resolutions. Each member may be subscribed to the Rotarian Magazine. Dues paying.
- **Family Membership** – Comprised of one primary member and up to 3 additional Associate members from the primary's immediate family. If the primary member is absent, an Associate member's presence at the meeting can be counted for Attendance purposes, but not toward achieving Perfect Attendance. Only the primary member is eligible to vote for club resolutions. One Rotarian magazine subscription per family. Dues paying.
- **Honorary Member** – An individual recognized by the club for previous longtime membership or service to the club. Non-voting, Non Dues-paying.

Article 3 - Board

The governing body of this club shall be the Board consisting of up to 13 members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), vice-president, secretary, executive secretary, treasurer, the sergeant-at-arms, Membership Chair, Foundation Chair, Public Relations Chair. At the discretion of the Board, up to 2 directors can be added and elected in accordance with article 4, section 1 of these bylaws.

Individual members and Primary Corporate members may serve on the Board or as Committee Chairs. Associate and Honorary members are not eligible to hold a position.

Article 4 - Election of Directors and Officers

Section 1 – At a regular November meeting the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, sergeant-at-arms, and directors (if applicable). The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidate(s) for director (if applicable) receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

Section 2 – The officers and directors shall constitute the Board.

Section 3 – A vacancy in the Board or any office shall be filled by action of the remaining Board members.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 5 - 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, to perform such other duties as may be prescribed by the president of the Board and to prepare for his/her year in office. The President-elect is to assume the presidential duties if the president is unavailable.

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 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. Upon retirement from office, the secretary shall

turn over to the incoming secretary or to the president all secretarial records and any other club property.

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.

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 to maintain order in club meetings.

Article 6 - Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the First Thursday following the December Board meeting in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. (*Per the Rotary Club Constitution, “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 Thursdays at 7:15 am. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members, including honorary members, 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. The regular weekly meeting shall be deemed cancelled if a legal holiday of the USA shall fall on the day of the meeting or in the event that inclement weather causes closing or delay in opening of the public schools in the City of Leominster.

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

Section 4 – Regular meetings of the Board shall be held in conjunction with the regular club meeting on the 2nd Thursday of each 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 directors shall constitute a quorum of the Board.

Article 7 - Fees and Dues

Section 1 – The membership dues amounts for Individual, Corporate and Family members for the following year shall be set by a vote of the Board on or before the last day of April and shall be payable annually prior to June 15.

Payment of annual dues includes: RI per capita dues, District per capita dues, subscription the Rotarian magazine (paper or electronic), club fees and any other RI or District per capita assessment.

Article 8 - Method of Voting

The business of this club shall be transacted by voice or show of hands vote except the election of officers and directors, which shall be by ballot if any position is contested. The Board may determine that a specific resolution be considered by ballot rather than by voice or show of hands vote.

In a Corporate Membership, only the primary member holds a voting seat.

Article 9 - 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 Youth Service. This club will be active in each of the Avenues of Service.

Article 10 - 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 Image - 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 - The Board of Directors is considered the administrative committee, overseeing effective operation of the club and regular review of the by-laws.
- Service Projects & Activities - This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries. This committee is also charged with coordinating the club's social and fellowship activities.
- 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 by the President 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 11 - 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 12 - 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 six (6) months.

Article 13 - 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. The club funds shall be categorized and a financial report shall be presented to the Board at every monthly Board meeting.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by another member of the Board of Directors.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year and appropriate tax filings shall be made.

Section 5 – Officers having charge or control of club funds shall give bond as required by the Board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and members' dues shall be collected prior to June 15 of each year. The payment of per capita semi-annual dues and RI official magazine subscriptions shall be made within 30 days of receipt of invoices.

Article 14 - Method of Electing Members

Section 1 – The name of a prospective member or corporate membership, 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. The proposal shall be kept confidential except as otherwise provided in this procedure.

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 at its next regular meeting or by call of a special meeting.

Section 4 – If the decision of the Board is favorable, the prospective member or corporate membership 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 in the club bulletin.

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 ten (10) days following publication of information about the prospective member or corporate membership, they shall be considered to be elected to membership.

If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed, (if not honorary membership) shall be considered to be elected to membership.

Section 6 – Following the election, the president 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, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

Article 15 - Resolutions

No member of the club shall commit the club on any matter until the Board has considered it. The president may call a special meeting of the Board of directors to discuss the resolution or motion.

Article 16 - Order of Business for Weekly Meetings

- Meeting called to order.
- Introduction of visitors.
- Correspondence, announcements, and Rotary information.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Adjournment.

Article 17 - Amendments

These bylaws may be amended at any regular meeting, a quorum of voting members being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been conveyed to each member (via mail or electronic mail) 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.