

BY-LAWS OF THE ROTARY CLUB OF CORTLAND

CORTLAND, OHIO

As Amended August 26, 2025

ARTICLE I - Board of Directors

Section 1-Governing Body: The Governing Body of this Club shall be the Board of Directors,, elected in accordance with ARTICLE II,, Sections 1 and 2, of these By-Laws. The 5 Elected Directors, the President, the President-Elect, the Secretary, the Treasurer and the Immediate Past President shall constitute the full Board of Directors..

Section 2-Duties of the Board of Directors: The Duties of the Board of Directors are to oversee and manage the financial and administrative affairs of the Club on behalf of the members and in accordance to the ideals and regulations set forth by Rotary International and these By-Laws.

ARTICLE II - Election of Directors and Officers

Section 1- Election of Directors: The Election of Directors is initiated by providing a copy of the entire membership (listed alphabetically) with voting space beside each name and given to each member during the first week of October of the preceding Rotary year, as the First Voting Ballot. All members are instructed to vote for no more or less than five (5) members. The ten (10) members receiving the highest number of votes shall be placed on a Second Voting Ballot. If there is a tie in the First Voting, another voting shall include only the names of the tied members.

The Second Voting Ballot with names listed alphabetically shall be presented with the following instructions: "Vote for not more or less than five (5) of the names submitted, otherwise the ballot is void." Each ballot must be returned within seven (7) days to be valid.. The five (5) names receiving the highest number of votes become new Directors for the coming year. In the event of a tie during this Second Voting Ballot a third ballot of only the tied members will be used to break the tie.

The newly elected members serving on the Board of Directors shall be announced to Club membership no later than the first Tuesday of November.

A newly nominated Board of Director who has not previously served on the Board of Directors shall be required to attend a minimum of one (1) Board of Directors meeting prior to the start of his/her new term beginning July 1.

Section 2- Election of Officers: The acting President will utilize assistance from the acting Board of Directors for the nominations of the President-Elect, Secretary-Elect, and Treasurer - Elect. The presiding President by the third Tuesday of November shall nominate to the Board of Directors a President-Elect, Secretary-Elect and Treasurer-Elect selected from members of the Club. The nominees may or may not be members of the acting Board of Directors. If a Board

member-elect becomes an officer-elect, the vacant Board of Directors position shall be filled by promotion of the next candidate identified on the Second Voting Ballot. Once confirmed by the acting Board, the nominees and the immediate past president shall become members of the Board of Directors-Elect.

The District Governor-Elect and Rotary International are to be notified by the Club Secretary of the Officers -Elect no later than the end of the first week in January of the preceding Rotary year.

Section 3-Terms of Officers: The Board-Elect and Officers-Elect, as described in ARTICLE I, Section 1 and 2 shall serve in that capacity for the year commencing on the first day of July following the election and ending on June 30th of the following year.

Section 4-Director or Officer Vacancy: A vacancy in the position of an Officer-Elect or Director-Elect shall be filled by action of the remaining members of the Board of Directors-Elect.

ARTICLE III - Duties of Officers

Section 1-President: It shall be the duty of the President to preside over all meetings of the Club and Board of Directors. The President shall appoint all committees and chairpersons. The President shall perform such duties as contained in other sections of these same By-Laws and perform such other duties as ordinarily pertain to the Office of President or as directed from time to time by the Board of Directors.

Section 2-President-Elect: It shall be the duty of the President-Elect to preside at meetings of the Club in the absence of the President and to perform such other duties that ordinarily pertain to his/her office. The President-Elect shall devise means for encouraging attendance at all Rotary meetings, including attendance at district conferences, regional conferences and international conventions by all Club members. The President-Elect shall assume the office of President in the subsequent Rotary year of his/her term.

Section 3-Secretary: It shall be the duty of the Secretary to order induction materials, assign a mentor to assist the new member, keep the records of membership, record the attendance at meetings, inform members of meetings of the Club, Board of Directors and committees, record and preserve the minutes of such meetings, and prepare and distribute required reports to Rotary International. Written minutes should be prepared for all Club Board meetings and be made available to members within 60 days of that meeting. Reports include the semi-annual reports of membership, which shall be mailed to the Secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the General Secretary of Rotary International; the Monthly Report of Attendance at the Club meetings which shall be made to the District Governor immediately following the last meeting of the month; and to perform such 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, oversee the accounting for same, and report to the Club at its Annual Meeting or any other time upon request by the Board of Directors and to perform such other duties as pertain to the Office of

Treasurer. He/she shall disburse funds only after the approval of the Board of Directors, unless such disbursements total an amount equal to or less than an amount specified by the Board of Directors and it is in the best interest of the Club that such disbursement be made before the next regularly scheduled Board meeting. The Treasurer shall be bonded of an amount to be set from time to time by the Board of Directors; the Club bearing the cost of the bond. Annually, within 30 days following the end of the fiscal year (June 30), the Treasurer shall make available an accounting of all funds, books of accounts, funds flow statement for the prior fiscal year ended June 30, a balance sheet as of June 30, and any other financial statements as shall be required by the Board of Directors. The Treasurer shall be responsible to assist and/or prepare any filings required by the Internal Revenue Service.

Upon retirement from Office of Treasurer, the Treasurer shall turn over to the successor or to the President all funds, books of accounts or any other Club property in their possession.

Section 5 – Sergeant-at-Arms: The Board of Directors shall appoint a Sergeant-at-Arms from the membership of the Club. The duties of Sergeant-at-Arms shall be such as are usually prescribed for his office and such other duties as may be prescribed by the President or the Board of Directors. The Sergeant-at-Arms is responsible for maintaining order at all Club and Board of Directors meetings in a manner that is becoming of the Ideals and Objects of Rotary, and of one having the designation of being a Rotarian.

ARTICLE IV - Meetings

Section 1-Annual Meetings: The annual meeting of this Club shall be held on the first regular meeting in December, at which time the announcement of the Election of Officers and Directors to serve for the ensuing year shall take place.

Section 2-Membership Meetings: The regular membership meetings of this Club shall be held as follows: each 2nd and 4th Tuesday of the month at 7:30 AM at an appropriate location as designated by the Board of Directors. In an emergency, or for good cause, the Board of Directors may, after due notice:

- ***Change of Regular Meeting Date and Time:*** Change the regular meeting of any week to a different day of same week or to a different hour of the regular day.
- ***Cancellation of Regular Meeting:*** Cancel the regular meeting of any week because it falls on a legal holiday or because of the death of the Club President, or a calamity that affects the entire community.
- ***Change of Regular Meeting Place:*** Change the regular meeting place of the Club.
- ***Maximum Allowed Regular Meeting Cancellations:*** May cancel meetings as permitted by Rotary International. Cancellation of meetings may occur as long as the Club meets at least twice a month.

- ***In-person and online meeting participation:*** The Club can have in-person meetings, online meetings, allow online participation for an in-person meeting, or switch between any of these formats..

Section 3- Membership Meeting Quorum: Fifty (50) percent of the membership shall constitute a quorum at the Annual and regular Membership Meetings of this Club.

Section 4- Board of Directors Meetings: Regular meetings of the Board of Directors shall be held on the 4th Tuesday of every month at a time designated by the Board of Directors. Special meetings of the Board of Directors shall be called by the President whenever deemed necessary or upon the request of two members of the Board of Directors, due notice having been given. Committee Chairpersons are encouraged to attend these meetings and are open to all members of the Club.

Section 5- Board of Directors Meeting Quorum: Fifty (50) percent of the Board of Directors shall constitute a quorum for the purposes of Special and Regular Meetings of the Board of Directors.

ARTICLE V - Fees and Dues

Section 1- New Membership Admission Fee: There is no membership admission fee.

Section 2- Membership Dues: The Membership Dues shall be an amount set by the Board of Directors annually. The amount shall be payable annually on the first day of July, with the understanding that a portion of each annual payment be applied to each member's subscription to "The Rotarian" magazine.

Section 3- Assessments: Assessments are special charges to Club members, usually for the purpose of raising funds for a special project. Unlike per capita dues, which are required by ARTICLE IX of the Standard Rotary Club Constitution, assessments are levied at the discretion of the Club and in addition to regular dues. In the event that an assessment is to be levied, it is the duty of the Board of Directors to bring the proposed assessment before the Club at two consecutive Club meetings. The Club is then asked to vote on the assessment at the second Club meeting at which time the assessment will be passed if a seventy-five (75) percent vote is obtained by those present at the second meeting. Non-payment of an assessment is grounds for termination of membership under ARTICLE X, section 6 of the Standard Rotary Club Constitution "Termination for Other Causes.."

ARTICLE VI - Method of Voting and Rules of Order

Section 1- Voice and Ballot Votes: The business of this organization shall be transacted by "voice vote" or "written vote", except for the Election of Directors, which shall be by ballot or as determined appropriate when necessary by a majority of the Board of Directors or membership.

Section 2-Rules of Order for Business and Board of Directors Meetings: All business, of any kind, shall be transacted under *Robert's Rules of Order*.

ARTICLE VII - Committees

Section 1-Primary Standing Committees: The President shall, subject to the approval of the Board of Directors, appoint the following primary standing committees:

- **Club Service Committee**
- **Vocational Service Committee**
- **Community Service Committee**
- **International Service Committee**
- **Rotary Foundation Committee**

Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 2-Appointment of Standing Committees: The President shall, subject to the approval of the Board of Directors, also appoint all standing committees on particular phases of Club Service, Vocational Service, Community Service, and International Service as deemed necessary to manage the affairs, goals and objectives of the Club.

(a) **Standing Committee Makeup:** The Club Service Committee, the Vocational Service Committee, the Community Service Committee, International Service Committee and the Rotary Foundation Committee shall each consist of a Chairperson, who shall be named by the President. The Chairperson may or may not be a member of the Board of Directors. The Chairperson is responsible for delegating and coordinating all committee activities and responsibilities. Each committee shall consist of not less than two other members.

(b) **Standing Committee Responsibilities:** Each committee shall transact such business as is delegated to it in the By-Laws and such additional business as may be referred to it by the President or the Board of Directors. Except where special authority is given by the Board of Directors, such committees shall not take action until a report has been made to the Board of Directors and approved by the Board of Directors.

Section 3-Ex Officio Committee Member: The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

Section 4- Youth Activities Committees: The President may appoint one or more Committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the Vocational Service, Community Service, or International Service Committees.

ARTICLE VIII Duties of Committees

Section 1-Club Service Committee: This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to Club Service. The Chairman of the Club Service Committee shall be

responsible for regular meetings of the committee and shall report to the Board of Directors on all Club Service activities..

(a) Attendance Committee: This committee shall devise means for encouraging attendance at all Rotary meetings-including attendance at district conferences, interclub meetings, regional conferences, and international conventions by all Club members. This committee shall especially encourage attendance at regular meetings of this Club and attendance at regular meetings of other clubs when unable to attend meetings of this Club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(b) Classifications & Membership Committee: This committee shall consist of three members: the Chairman of Club Service, the Secretary and one Board member to be appointed by the President. This committee shall consider all proposals for community standing and general eligibility of all persons proposed for membership and shall report their recommendations on all Membership Applications to the Board of Directors. This committee shall review, when necessary, existing classifications represented in the Club; and shall counsel with the Board of Directors on all classifications issues. The committee shall determine a classification for all proposed individuals and shall urge upon the members the importance of proposing names for the unfilled classifications.

(c) Club Public Relations Committee: This committee shall endeavor through electronic social media or print to: (1) stimulate interest and improve attendance; (2) to give the public general information about Cortland Rotary, its objective and scope; and (3) to secure proper publicity for the Club.

(d) Fellowship Committee: This committee shall promote acquaintance and friendship among the members and do such work in pursuance of the general object of the Club as may be assigned by the President or Board of Directors.

(e) Program Committee: This committee in coordination with Club President and Club Secretary shall notify membership of the programs for the regular and special meetings of the Club.

(f) Rotary Information Committee: This committee shall devise and carry into effect plans to give the members information about Rotary International, its history, objective, scope, activities, and responsibilities of members.

Section 2-Vocational Service Committee: This committee shall devise and carry into effect plans which will guide and assist the members of the Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The Chairperson of this Committee shall be responsible for the vocational services activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational and Youth Activities.

Section 3-Community Service Committee: This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their community relationships. This committee shall review and submit for approval to the Board of Directors applications received from community organizations for Club engagement or resources. The Chairperson of this committee shall be responsible for the community service activities of the Club and shall supervise and coordinate the work of any committees that may be

appointed on particular phases of community service. The Chairman may appoint such committees as Human Development, Community Development, Environmental Protections, and Partners in Service or as deemed necessary.

Section 4-International Service Committee: This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to international service. The Chairperson of this committee shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

Section 5-Rotary Foundation Committee: This committee shall devise and carry into effect plans which will promote the Rotary International Foundation's general objectives in discharging their responsibilities. The Chairman of this committee shall be responsible for overseeing and keeping the members of the Club informed on the Foundation's activities and fund-raising efforts.

ARTICLE IX - Attendance & Leaves of Absence

Section 1-Attendance: Attendance is the hallmark of Rotary and all members are required to maintain a level of attendance consistent with the following:

(a) Member Attendance Requirement: A member should attend sixty (60) percent of all regular and special meetings per year, or his/her membership may be terminated.

(b) Meeting Attendance Requirement: A member shall not miss four (4) consecutive meetings, or his/her membership may be terminated.

(c) Attendance Make-Up Requirements: Attendance at meetings of some other Rotary Club within fourteen (14) days before or after a missed weekly membership meeting shall follow Rotary International's prescribed procedures for reporting such "make up" meetings. Communication from the Secretary may be made to a member who misses three meetings in a row or who is in jeopardy of not meeting the requirement of sixty (60) percent attendance in one year.

(d) Attendance Make-Up Opportunities: Opportunities to "make up" a meeting include attendance at a committee meeting, other Rotary Club meetings or Rotary functions.

Section 2-Leave of Absence: Upon written application to the Board of Directors, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time. Such leave of absence does not lead to a forfeiture of membership and does not affect the member or the Club's attendance record.

ARTICLE X - Finances

Section 1-Deposit of Club Funds: The Treasurer shall deposit all funds of the Club in a bank to be named by the Board of Directors.

Section 2- Payment of Bills: All bills shall be paid only by checks signed by the Treasurer, after approval by the Board of Directors, unless such disbursements are equal to or less than an amount specified by the Board of Directors and/or the President as deemed necessary by the Board of Directors and it is in the best interest of the Club that such disbursements be made before the next regularly scheduled Board of Directors meeting.

Section 3- Bonding: The Treasurer having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the Club, cost of bond to be borne by the Club..

Section 4- Fiscal Year: The fiscal year of this Club shall extend from July 1st to June 30th for the collections of members' dues. The payment of "per capita" tax and magazine subscriptions to Rotary International shall be made on July 1st..

Section 5- Annual Budget: At the beginning of each fiscal year, the Board of Directors shall prepare or cause to be prepared an Annual Budget of estimated income and estimated expenditures for the year. The Annual Budget, having been agreed to by the Board of Directors, shall stand as the limit of expenditures for the respective purposes identified unless otherwise ordered by action of the Board of Directors..

Section 6- Annual Financial Audit: The President, when deemed necessary by the Board of Directors, shall within 30 days following the end of the fiscal year (June 30) appoint a committee of 1 or more to either perform an Annual Financial Audit or review the Club's financial records. The Board may appoint a Certified Public Accountant to perform an audit or review of the Club's financial records, as well as oversee and review the annual filings required by the Internal Revenue Service.

Section 7- Maximum Allowable Disbursement: The maximum allowable single disbursement by Treasurer and/or President without Board of Directors approval is \$200.00.

Section 8- Maximum Allowable Commitment: The maximum allowable financial commitment authorized by Board of Directors without the approval of the membership in attendance at a Club Membership or Special Meeting shall be \$1,000.00.

ARTICLE XI - Method of Electing Members

Section 1- Prospective Member Proposal: The name of a prospective member, proposed by an Active, Senior Active or Past Service Member of the Club shall be submitted to the Board of Directors 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 for the time being shall be kept confidential, except as otherwise provided in this procedure.

Section 2- Membership Options: The following options for membership may be available for prospective members and/or active members of the Club: Rotary Partner, Individual Member, Family Membership, Corporate membership Level I and Corporate Membership Level II. The membership options, including the rights and duties shall be defined by the Board of Directors.

Section 3-Classification Approval by Board: The Board of Directors shall ensure that the proposal meets all the classification and membership requirements of Rotary International.

Section 4-Membership Approval by Board: The Board of Directors shall approve or disapprove the proposal within 7 days of its submission, and shall notify the proposer, through the Secretary of its decision.

Section 5- Membership Information and Application: If the decision of the Board of Directors is favorable the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership by the proposer. Following this, the prospective member shall be requested by the proposer to sign the Membership Proposal Form and to permit his or her name and proposed classification to be published/announced to the Club..

Section 6-Membership Objection Process, Admission Fee and Dues Payment: If no written objection to the proposal, stating reasons, is received by the Board of Directors 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 pro-rated membership dues (if not honorary membership), as prescribed in these Bylaws, shall be considered to be elected to membership. If any such objection has been filed with the Board of Directors, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of dues (if not honorary membership), shall be considered to be elected to membership.

Section 7-Induction into Membership: Following the election, the President shall arrange for the induction of the new member. The Secretary shall issue a membership card and shall report the new member to Rotary International; and shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member..

ARTICLE XII - Resolutions and Subscriptions

Section 1-Club Commitments: No resolution or motion to commit this Club, financially or otherwise beyond the limits establish in Article X, Section 5, on any matter shall be considered by the Club until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a club meeting shall be documented by the proposing Active Member and shall be referred without discussion to the Board of Directors, which, after having given consideration to the matter, shall submit its recommendations to the Club. Having received the recommendations of the Board of Directors, the Club may then proceed to take such action as may seem proper to the majority of the Club membership.

Section 2-Appeal for Assistance: Any appeal to the Club, or to its members as Rotarians, for charitable or other subscription shall be handled in accordance with the procedure prescribed in Section 1 of this ARTICLE.

ARTICLE XIII - Order of Business

Any other Order of Business for all Membership meetings shall be determined as directed by the Board of Directors and/or in accordance with the following Order of Business for Weekly Membership meetings:

- Meeting called to order. (Ringing of the Rotary Bell)
- Pledge of Allegiance
- Prayer
- Introduction of Visiting Rotarians
- Introduction of guests by Host Rotarian
- Reading of Correspondence, Announcements and/or Board of Directors Reports by the President or Secretary
- Committee Reports or Announcements by Committee Chairman or Committee Members Interact or Exchange Student Report
- Open Discussion
- Guest Speaker Address
- Closing Business
- Adjournment (Ringing of the Rotary Bell)

ARTICLE XIV - Amendments

No amendment or addition to these By-Laws can be made which is not in harmony with Rotary International.

These By-Laws may be amended by members of the Club at the recommendation of the Board of Directors following a majority vote from the Board of Directors. Following approval by the Board of Directors, notice of such proposed amendment shall have been mailed or electronically submitted to each Club member at least (7) seven days before the vote is taken. A two-thirds vote of all Club members present at a regular meeting shall be considered as passage of the proposed amendments.

ARTICLE XV - Interpretation

Throughout these By-Laws, pronouns of either the masculine or feminine gender shall include the other.

Amended/Adopted August 26, 2025