

BY-LAWS OF THE ROTARY CLUB OF COOPERSTOWN, N.Y.

(Adopted December 2023, amended April 2024)

Article I - Fiscal/Operational Year

Both the fiscal and operational year of this club shall begin on July 1 and extend through the ensuing June 30.

Article II - Board of Directors

Section 1 - The governing body of this club shall be the board of directors (board) consisting of six directors, the president, president-elect, vice-president, secretary, treasurer, assistant secretary, assistant treasurer, and the immediate past president. The terms of all persons newly elected to the board shall begin on July 1 in the year following their election. A person named to fill a vacancy as provided in Article III, Sections 4, 5 and 6 shall succeed to that position immediately.

Section 2 - The board shall have control and management of the affairs and funds of the club in conformity with the club's constitution and by-laws. The board, however, always has the option to bring to the club any question which the board deems desirable to put to a full club vote. In those cases, the vote of the club shall then be binding. The board shall report all of its decisions to the club during the business portion of a regular meeting and by email. If ten active club members raise objections to any board decision and present such objections in writing to the secretary within five days after the board reports the decision at a regular meeting, an appeal of the decision shall be taken to the members. Notice of a vote on the appeal of such board decision shall be distributed at a regular meeting of the club and by email at least five days before the vote. If two-thirds of the club's active members vote in the affirmative on the appeal, the board's decision shall be deemed to be revoked.

Section 3 - All board meetings shall be announced in advance to the club, and any member may attend a board meeting, except when the board shall have business which involves a specific individual and votes to go into executive session. Minutes shall be kept by the secretary for all board meetings.

Article III - Election of Directors and Officers

Section 1 - A Nominations Committee shall be responsible for canvassing the membership for the purpose of proposing a list of candidates for the positions of officers and directors. The past president shall chair the committee that will include the president-elect. The president shall appoint three additional members who may be either board members or non-board members. The Committee shall present the list of candidates at least ten days before the election at a regular club meeting and shall accept additional nominations from the floor. To provide continuity, three directors shall be elected each year for two-year terms. The election shall be held during the club's annual meeting (first meeting in December), with the three candidates receiving the highest number of votes being elected.

Section 2 - The officers shall be the president, president-elect, vice-president, secretary, treasurer, assistant secretary, assistant treasurer, the immediate past president, and the

sergeant-at-arms.

Section 3 - The president, president-elect and vice-president shall be present or past members of the board. The remaining officers may or may not be present or past members of the board. All newly elected officers and directors shall take office on July 1.

Section 4 - The term of each officer shall be for one year. The president, president-elect and vice-president shall serve only one term each in those offices every 5 years except that completion of a predecessor's term shall not count against this limitation. There shall be no limit to the number of terms for other officers.

Section 5 - A vacancy in any office shall be filled by the action of the board.

Section 6 - A vacancy in the position of director shall be filled by the action of the remaining members the board.

Section 7 - Should the immediate past president resign from the club or become unavailable for any other reason, the vacancy on the board thus created shall not be filled.

Article IV - Officers and Duties

Section 1 - President. It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to this office.

Section 2 - President-Elect. It shall be the duty of the president-elect to preside at meetings of the club and board in the absence of the president and to assist the president in any way requested by the president or the board.

Section 3 - Vice-President. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president the president-elect, and to perform such other duties as ordinarily pertain to this office.

Section 4 - Secretary. It shall be the duty of the secretary to keep the records of the 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, keep accurate attendance records of club meetings and make attendance reports as required, collect and remit Rotary International subscriptions to The Rotarian, and perform such other duties as usually pertain to this office. Upon retirement from office, the secretary shall turn over to their successor or to the president all records, minutes, and other club property in their possession.

Section 5 - Assistant Secretary. It shall be the duty of the assistant secretary to assist the secretary and to assume these duties in the absence of the 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 such other duties as pertain to this office. Upon retirement from office, the treasurer shall turn over to their successor or to the president all funds, books of accounts and other club property in their possession.

Section 7 - Assistant Treasurer. It shall be the duty of the assistant treasurer to assist the treasurer and to assume these duties in the absence of the treasurer.

Section 8 - 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 V - Meetings

Section 1 - The board shall set the dates, times, and locations of regular weekly meeting of the club, provided that notice of such dates, times, and locations shall be announced at regular meetings of the club and by email to all members of the club who have provided an email address to the Secretary. Due notice of any changes in or canceling of the regular meeting shall be given by email as soon as practicable to all members of the club who have provided an email address to the Secretary.

Section 2 - The first regular meeting of December in each year shall be designated as the club's annual meeting.

Section 3 - One-third of the active members shall constitute a quorum at all meetings of this club.

Section 4 - Regular meetings of the board shall be held monthly at a time and place announced by the president. The president shall call special meetings of the board whenever deemed necessary or upon request of two members of the board, due notice having been given.

Section 5 - A majority of the board members shall constitute a quorum of the board.

Article VI - Fees and Dues

Section 1 - The admission fee shall be \$20.00 to be paid before the applicant can qualify as a member. Former members re-admitted into the club or former members of another club shall pay an admission fee of \$10.00.

Section 2 - The dues shall be in an amount as determined by the Board, with the approval at any regular meeting, a quorum being present, of a majority of the members present, provided that notice of such vote shall be provided at a regular meeting of the club and by email at least ten days before the vote to all members of the club who have provided an email address to the Secretary.

Section 3 - Unless changed as set forth in Section 2 of this Article, the membership dues shall remain as set forth in Sections 6 and 7 of this Article.

Section 4 - Dues shall be paid on pro rata basis for those becoming members at some later point during the fiscal year.

Section 5 - A member who has not paid dues by June 1 and who desires to continue as a club

member shall notify the treasurer by email no later than June 15 of his\her commitment to pay dues for the following Rotary year. The board may revoke the membership of a member who does not comply with this requirement.

Section 6 - Except as set forth in Section 7 of this Article, the membership dues shall be \$140 per annum, payable by June 1 for the following fiscal year. From July 1 to August 31, dues shall be \$155. From September 1 to October 31, dues shall be \$175. After October 31, membership shall be formally revoked if dues remain unpaid.

Section 7 - The membership dues shall be \$70 per annum for newly elected members who are 35 years of age or younger. The dues shall remain \$70 per annum for the first 3 years of membership unless the member attains the age of 36 years on or before the beginning of a new fiscal year.

Article VII - Method of Voting

The election of directors and officers shall be by unanimous voice vote or by ballot, with the presiding officer appointing two or more tellers to collect and tabulate the votes. All other business of this club shall be by voice vote or ballot at the discretion of the presiding officer. The board may authorize active members to cast votes for directors and officers by email, provided that the nominations committee (see Article III) distributes its list of candidates and any nominations from the floor by email to all members of the club who have provided an email address to the Secretary at least ten days before the election. In its email, the nominations committee shall specify the method and deadline by which email votes may be cast. Each member who votes by email shall be deemed to be present at the meeting at which the vote is taken for the purpose of establishing a quorum. A member's email vote shall be discarded if that member physically attends the meeting at which the vote is taken.

Article VIII - Committees

Section 1 - The president shall, subject to the approval of the board, appoint from the membership one person to serve as committee chair for community service, international service, vocational service, and club service. Each committee chair shall supervise and coordinate the work of the committees appointed in that particular area of service.

Section 2 - The president shall, subject to the approval of the board, appoint such committees as may be deemed necessary to conduct activities in the four areas of service specified in Section 1 of this Article.

Section 3 - Where feasible and practicable in the appointment of other committees, an attempt shall be made to provide continuity of membership.

Section 4 - The president shall be ex-officio member of all committees and, as such, shall have all privileges of membership thereon.

Section 5 - Each committee shall transact such business as Article IX delegates and such additional business as the president or the board may refer to it. Except where the board gives special authority no committee shall take action until submits a proposal to the board, and the board approves it.

Article IX - Duties of Committees

Section 1 - Community Service. The 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. The committee chair shall supervise and coordinate the work of all committees appointed on particular phases of community service.

Section 2 - International Service. The 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, including the international youth exchange program. The committee chair shall supervise and coordinate the work of all committees appointed on particular phases of international service.

Section 3 - Vocational Service. The committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The committee chair shall supervise and coordinate the work of committees appointed on particular phases of vocational service.

Section 4 - Club Service. The committees shall devise and carry into effect plans which will guide and assist members of this club in discharging their responsibilities in matters relating to club service.

Article X - Leaves of Absence

(a) Upon written application to the board, setting forth good and sufficient cause and stipulating a requested length of time, the board may grant a leave of absence excusing a member from attending the meetings of the club. Such leaves of absence operate to prevent forfeiture of membership.

(b) There are a variety of causes, such as medical or professional circumstances, which represent good and sufficient reasons for requesting a leave of absence. The request for a leave of absence should be for a period not exceeding six months. At the discretion of the board, it may grant a leave of absence greater than six months due to exceptional circumstances.

(c) A member granted a leave of absence shall still be responsible for payment of club dues.

Article XI - Finances

Section 1 - The treasurer or the assistant treasurer shall deposit all funds of the club in a local bank(s) that the board designates.

Section 2 - All bills shall be paid by checks signed by the treasurer or the assistant treasurer. The treasurer or the assistant treasurer shall provide the board with a written financial report on a monthly basis.

Section 3 - Officers having charge or control of funds shall give bond as may be required by the

board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4 - The collection of members' dues shall be on a fiscal year basis. The club shall pay per capita dues and magazine subscriptions to Rotary International on July 1 and January 1 of each year on the basis of membership of the club on those dates.

Section 5 - Prior to the beginning of each fiscal year, the board shall prepare or cause to be prepared a budget of estimated income and estimated disbursements for the year. The budget, once approved by the board, shall be presented to the membership no later than the third regular weekly meeting in June and shall stand as the limit of disbursements for the respective designated purposes. Any disbursements exceeding the budgeted amount may be made only after the board approves it.

Section 6 - The Board shall encourage donations to the Rotary International Foundation by members in their own name or the name of another.

Article XII - Method of Electing Members

Section 1 - Active Members

(a) A member who desires to propose a new member shall invite the individual to attend at least two meetings of the club in order to have the individual meet as many members as possible.

(b) If the prospective member meets the criteria for membership, including the principles of the four-way test, the prospective member shall deliver a membership application to the club secretary who shall submit the same to the board.

(c) If, after review by the board, the decision is a positive one, the secretary shall circulate copies of the membership application to all members present at the next two regular meetings.

(d) If the board receives no written objection within seven days, the membership committee shall invite the person to a meeting to review in detail the obligations of membership and answer any questions. Following the meeting, the individual's sponsor shall induct and introduce the new member at a regular club meeting.

(e) If the board receives a written objection, the board shall consider the matter at a regular or special meeting and shall ballot on the proposed member. If a majority of board members present vote in support of membership, the club shall follow the procedure set forth in Section 1

(d) of this Article.

(f) Following the prospective member's induction, the club secretary shall report the name to the general secretary of Rotary International.

(g) Active members are expected to attend club meetings and to participate in the club's service and fundraising projects.

Section 2 - Honorary Members

The board may elect to honorary membership such persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends

of Rotary for their support of Rotary's cause. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club. Honorary members shall be exempt from the payment of dues, shall have no vote and shall not be eligible to hold any office in the club. Such members shall not hold classifications but shall be entitled to attend all meetings and enjoy all the other privileges of the club in which they hold such membership. No honorary member of a club is entitled to any rights or privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 3 - Holders of Public Office.

Persons elected or appointed to public office for a specified time shall not be eligible to active membership in a club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 4 - Former members of the club or of another club

The board may elect to active membership former members of the club and former members of another club without following the procedures set forth in Section 1 of this Article. The club secretary shall report the name of such member to the general secretary of Rotary International.

Article XIII - Resolutions

Any resolution or motion to commit this club on any matter that a member proposes at a club meeting shall be referred to the board without discussion. The board shall consider the resolution or motion and report its decision to the club.

Article XIV - Amendments

These by-laws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all members present, provided that notice of such proposed amendment shall be distributed at least ten days before the vote at a regular meeting of the club and by email to all members of the club who have provided an email address to the Secretary. No amendment or addition to these by-laws can be made which is not in harmony with the constitution and by-laws of Rotary International. The board may authorize active members to cast votes by email, provided that the email notice specifies the method and deadline by which email votes may be cast. Each member who votes by email shall be deemed to be present at the meeting at which the vote is taken for the purpose of establishing a quorum. A member's email vote shall be discarded if that member physically attends the meeting at which the vote is taken.