

By-Laws of the Rotary Club of Cooperstown, N.Y.

(as updated March, 1997)

Article I - Fiscal/Operational Year

Both the fiscal and operational year if 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 consisting of six directors, the president, president-elect, vice-president, secretary, treasurer and the club's 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 of directors 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. All decisions of the board shall be reported to the club, either during the business portion of a regular meeting or in the newsletter. In the event five club members raise objections to any board decision and present such objections in writing to the secretary within five days after the decision is reported to the club, an appeal of the decision shall be taken to the members in accordance with Article VIII, Section 2 of the club constitution.

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 - The president shall appoint a Nominations Committee which shall be responsible for canvassing the membership for the purpose of proposing a

list of candidates for the positions of officers and directors. In order 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 - Officers shall be president, president-elect, vice-president, secretary, assistant secretary, treasurer, assistant treasurer, and sergeant-at-arms. The president, president-elect and vice-president shall be present or past members of the board of directors or director-elect. The remaining officers may or may not be members of the board. All officers-elect shall take office on July 1 and shall be ex-officio members of the board for the year in which they were elected to serve.

Section 3 - The term of each officer shall be for one year. The president, president-elect and vice-president shall be limited to one term each in those offices 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 4 - The candidate who received the fourth highest vote in the election described in Section 1 of this Article III shall automatically succeed to the position of director or director elect, as the case may be, if:

- a) A member of the board whose term extends beyond the ensuing July 1 or a director-elect is chosen as president-elect or vice-president as provided in Section 2 (a) of this Article III.
- b) A vacancy occurs in the position of director or director-elect.

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

Section 6 - A vacancy in the position of director-elect shall be filled by the action of the board of directors and directors-elect.

Section 7 - Should the immediate past president resign from the club or become unavailable for any other reason, the vacancy on the board of directors 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 1 - President-Elect. It shall be the duty of the president-elect 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 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, be a member of the finance committee 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 regular weekly meeting of this club shall be held on Tuesday at 12:15 P.M. Due notice of any changes in or canceling of the regular meeting made in accordance with Article IV, Section 1, of the club constitution shall be given to all members of the club.

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 membership 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. Special meetings of the board shall be called by the president 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 fifty percent.

Section 2 - The membership dues shall be \$90 per annum, payable by July 1st of each fiscal year. A \$10.00 additional payment is charged for late payment of dues. Dues may be paid on a monthly pro rata basis, as determined by the treasurer, for those becoming members at some later point during the fiscal year.

Article VII - Method of Voting

The election of directors and officers shall be by ballot, with the president appointing two or more tellers to collect and tabulate the votes. All other business of this club shall be by voice or at the discretion of the presiding officer.

Article VIII - Committees

Section 1 - The president shall, subject to the approval of the board, appoint from the membership of the board one person to serve as general chairman for club service, community service, international service and vocational service. Each general chairman shall supervise and coordinate the work of all 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 carry out activities in the four areas of service specified in Section 1.

Section 3 - Where feasible and practicable in the appointment of other committees, an attempt shall be made to provide continuity of membership by appointing one or more members for a second term.

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 is delegated to it in the by-laws (see Article IX) 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, no committee shall take action until a report has been made to and approved by the board.

Article IX - Duties of Committees

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

Section 2 - International Service. The committees 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 general chairman shall supervise and coordinate the work of all committees appointed on particular phases of international service.

Section 3 - Vocational Service. The committees 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 general chairman shall supervise and coordinate the work of committees appointed on particular phases of vocational service, including the RYLA program.

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. Included among the club service committees shall be the following:

(a) Attendance/Membership/Classification. This committee shall devise means for encouraging each club member to attend all Rotary meetings, including intercity meetings, regional and district conferences and international conventions. The committee shall encourage attendance at regular meetings of other clubs when unable to attend meetings of this club, keep members informed on attendance requirements, seek to ascertain and remove conditions that contribute to unsatisfactory attendance and devise incentives to promote better attendance. [See "Attendance Policy" as approved by the Board of Directors, May 1993.] This committee shall also conduct classification surveys, review the club roster of filled and unfilled classifications, seek to find suitable persons for unfilled classifications, and thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership.

(b) Bulletin. This committee shall arrange to publish a club newsletter ("The Oil Can") on a weekly, biweekly or monthly basis as determined by the board.

(c) Fellowship. This committee shall promote acquaintanceship and friendship among the members and especially with visitors and shall promote participation by members in organized Rotary recreational and social activities.

(d) Finance. This committee shall study the finances of the club, and shall make recommendations to the Board of Directors in the areas of fund raising, contributions, investments, and other financial matters.

(e) House. This committee shall be responsible for preparing, arranging and clearing the meeting room in conjunction with the regular weekly meetings of the club.

(f) Program. This committee shall oversee the preparation and arrangement of programs for the regular and special meetings of the club.

(g) Publicity. This committee shall devise and carry into effect plans to secure appropriate publicity for the club and to provide the public with information about Rotary, including its history, objectives and scope.

(h) Rotary Information. This committee shall devise and carry into effect plans to provide prospective members with a thorough understanding of the privileges and responsibilities of membership in a Rotary Club, to remind members of these privileges and responsibilities and to keep members informed about Rotary, including its history, objectives and activities and developments involving Rotary International.

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, a leave of absence may be granted 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, a leave of absence greater than six months may be granted due to exceptional circumstances.

(c) A member granted a leave of absence shall still be responsible for payment of Cooperstown Rotary Club dues. This indicates their commitment and desire to remain a Rotarian and symbolizes their adherence to Rotary values and goals.

Article XI - Finances

Section 1 - The treasurer shall deposit all funds of the club in a local bank to be named by the board.

Section 2 - All bills shall be paid by checks signed by the treasurer. A thorough review by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions, with written report to the board.

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 above and beyond the budget may be made only after being approved by the board.

Section 6 - The board shall consider any requests for donations and act upon them as the yearly budget and club funds allow. In deciding which requests to support, where all other factors are equal the board shall give preference to those groups which do not also solicit individual club members for support.

Section 7 - The board shall establish by policy the procedures for giving funds raised in the club's Foundation fund to the Rotary Foundation. The Board shall encourage to the greatest extent possible donations to the Foundation by individuals in their own name or the name of another.

Article XII - Method of Electing Members

Section 1 - Active Members

- (a) The present 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 people as possible.
- (b) If the prospective member seems to meet the criteria for membership, including the principles of the four way test, the name shall be submitted to the board of directors through the club secretary.
- (c) If, after review by the board, the decision is a positive one, the name will be sent to the membership-classification committee to determine if the individual meets the classification criteria.
- (d) The committee will then report back to the directors, and if the application is approved, the prospective member's name shall be circulated by the club secretary to all members present at the next regular meeting.
- (e) If no written objection is received by the board of directors within seven days, the person shall be invited to a meeting where obligations of membership will be reviewed in detail and any questions answered. Following the meeting, the individual, upon payment of admission fee and dues, shall be considered elected to membership.
- (f) If a written objection is received, the board shall consider the matter at a regular or special meeting, and shall ballot on the proposed member. If a majority of those present vote in the affirmative, the same procedure as described in Section 1 (E) shall be followed.

(g) Following the prospective member's election to membership, the club secretary shall issue a membership card and shall report the name to the general secretary of Rotary International.

(h) The member shall be formerly inducted and introduced at a regular meeting of the club.

Section 2 - Senior Active, Past Service and Honorary Members

(a) Any active or past service member of this club who qualifies for active membership as set forth in the constitution of the club shall automatically be given senior active status.

(b) The name of a proposed candidate for past service or honorary membership shall be submitted to the board of directors in writing, the election shall be in the same manner as prescribed for the election of an active member. However, the board may, at its discretion, waive any of the steps as set forth in Section 1 of this Article and proceed to vote on the proposed member. If a majority of those present votes in favor, they shall be considered duly elected.

Article XIII - Resolutions

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion. The board shall consider such resolutions or motions at its next meeting, and report back 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 a regular meeting of the club at least ten days before the vote. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of Rotary International.

Rotary Club of Cooperstown

To: Ellen Tillapaugh, President
From: Jim Gates; Chair, By-Laws Committee
Date: January 20, 1998
Re: Proposed Amendment to By-Laws

Pursuant to *Article XIV* of the Rotary Club of Cooperstown By-Laws, the following amendment is proposed:

Change *Article III, Section 1* to read: (new language in *italics*.)

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 Committee shall be chaired by the Past President, and will include the President-Elect. Three additional members shall be appointed by the President, and 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. In order 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.

As proposed and distributed at a regular meeting on this date, this amendment may be voted upon at the regular club meeting on February 3, 1998.

Approved by unanimous voice vote at the regular club meeting of February 3, 1998.

Rotary Club of Cooperstown

To: Anne Geddes-Atwell, President
From: Jim Gates; Chair, By-Laws Committee
Date: May 13, 2003
Re: Proposed Amendment to By-Laws

Pursuant to *Article XIV* of the Rotary Club of Cooperstown By-Laws, the following amendment is proposed:

Change *Article VI, Section 2* to read: (new language in **bold**.)

Section 2 - The membership dues shall be **\$95** per annum, payable by July 1st of each fiscal year. A \$10.00 additional payment is charged for late payment of dues. Dues may be paid on a monthly pro rata basis, as determined by the treasurer, for those becoming members at some later point during the fiscal year.

As proposed and distributed at a regular meeting on this date, this amendment may be voted upon at the regular club meeting on June 3, 2003.

Approved by unanimous voice vote at the regular club meeting of June 3, 2003.

Rotary Club of Cooperstown

To: Margaret Savoie, President
From: Jim Gates; Chair, By-Laws Committee
Date: August 24, 2004
Re: Proposed Amendment to By-Laws

Pursuant to *Article XIV* of the *Rotary Club of Cooperstown By-Laws*, the following amendment is proposed:

Change *Section 2, Article XII - Method of Electing Members* to read:

Section 2 - ~~Senior Active, Past Service~~ and Honorary Members

~~(a) Any active or past service member of this club who qualifies for active membership as set forth in the constitution of the club shall automatically be given senior active status.~~

(b) The name of a proposed candidate for ~~past service~~ or honorary membership shall be submitted to the board of directors in writing, the election shall be in the same manner as prescribed for the election of an active member. However, the board may, at its discretion, waive any of the steps as set forth in Section 1 of this Article and proceed to vote on the proposed member. If a majority of those present votes in favor, they shall be considered duly elected.

Approved by unanimous voice vote at the regular club meeting of September 7, 2004.

Rotary Club of Cooperstown

To: Carol Cade, President

From: Jim Gates; Chair, By-Laws Committee

Date: May 23, 2006

Re: Proposed Amendment to By-Laws

Pursuant to *Article XIV* of the Rotary Club of Cooperstown By-Laws, the following amendment is proposed:

Change *Article VI, Section 2* to read: (new language in **bold**.)

Section 2 - The membership dues shall be **\$105** per annum, payable by July 1st of each fiscal year. A \$10.00 additional payment is charged for late payment of dues. Dues may be paid on a monthly pro rata basis, as determined by the treasurer, for those becoming members at some later point during the fiscal year.

Approved by unanimous voice vote at the regular club meeting of June 6, 2006.

Rotary Club of Cooperstown

To: William Glockler, President
From: Jim Gates; Chair, By-Laws Committee
Date: March 15, 2010
Re: Proposed Amendment to By-Laws

Pursuant to *Article XIV* of the Rotary Club of Cooperstown By-Laws, the following amendment is proposed:

Change *Article VI, Section 2* to read: (new language in **bold**.)

Section 2 - The membership dues shall be **\$110** per annum, payable by July 1st of each fiscal year. **From July 1st to August 31st, dues shall be \$125. From September 1st to October 31st, dues shall be \$150, with the member being suspended until payment is received. After October 31st, membership shall be formally revoked if dues remain unpaid.**

Rotary Club of Cooperstown

To: Ralph Snell, President

From: Jim Gates; Chair, By-Laws Committee

Date: March 25, 2013

Re: Proposed Amendment to By-Laws

Pursuant to *Article XIV* of the Rotary Club of Cooperstown By-Laws, the following amendment is proposed:

Change *Article VI, Section 2* to read: (new language in **bold**.)

Section 2 - The membership dues shall be **\$125** per annum, payable by July 1st of each fiscal year. **From July 1st to August 31st, dues shall be \$140. From September 1st to October 31st, dues shall be \$165, with the member being suspended until payment is received. After October 31st, membership shall be formally revoked if dues remain unpaid.**

Approved by unanimous voice vote at the regular club meeting of April 9, 2013.