



### **Article 1 Definitions**

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| 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 July 1.  |
| 6. Rotary Constitution: | The Standard Rotary Constitution as prescribed by Rotary international as modified from time to time. |

### **Article 2 Board**

**Section 1** --The governing body of this club shall be the board consisting of at least nine members of this club, namely, the president, immediate past president, president-elect, secretary, treasurer, and at least four directors elected in accordance with article 3, section 1 of these bylaws.

**Section 2** – Directors shall serve two year terms, with two directors to be elected at each annual meeting. In the event there are vacancies for more than two director positions, two directors shall be elected for two year terms and one or two directors, as applicable, shall be elected for one year terms.

### **Article 3 Election of Directors and Officers**

**Section 1** – The meeting for the election of officers shall take place at the regular weekly meeting on the second to last Thursday in May of each year. At a regular weekly meeting on the last Thursday in April, the presiding officer shall ask for nominations by members of the club for president-Elect, secretary, Treasurer, two Directors to serve two year terms and for one or two additional Directors, if required to fill vacancies, to serve one year terms. Nominations shall be presented by a nominating committee but members from the floor may also make nominations. The Nominating Committee shall consist of the president-Elect and two additional members chosen by the board, in consultation with club members, in January of each year. After reading the names and positions of proposed officers and directors, the Presiding Officer will ask for additional nominations from the floor.

If there are multiple nominations for any position, the nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the Annual Meeting.

If there is only one nominee for any position, the nominee of the Nominating Committee will be declared elected at the Annual Meeting. The candidates for president-Elect, secretary, Treasurer, and Directors receiving a majority of the votes shall be declared elected to their respective offices.

**Section 2** – The then serving president-Elect shall not be subject to election at the Annual Meeting unless there is a vacancy. On the July 1<sup>st</sup> following the election, the president-Elect from



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the prior year shall assume office as president as shall the rest of the newly elected members of the board.

**Section 3** – The officers and directors, together with the immediate Past-president, shall constitute the board. At their first meeting after the election, the board shall meet and elect some member of the club to act as sergeant-at-arms.

**Section 4** – A vacancy in the board or any office shall be filled by action of the remaining board members.

**Section 5** – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining board members -elect.

### Article 4 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 preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of Vice-president. It shall also be the duty of the president-elect to serve as a Director and to perform such other duties as may be prescribed by the president or the board.

**Section 4 – Secretary.** It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club and board 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. At the board's discretion some of the secretary's duties may be delegated to an assistant secretary but that person will not be a voting member of the board of directors.

**Section 5 – 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 6 – Sergeant-at-Arms.** The sergeant-at-arms has various duties but is primarily responsible for organizing meetings and following designated protocol and to perform such other duties as may be prescribed by the president or the board.

### **Article 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held at the regular weekly meeting on the second to last Thursday in May of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 – Regular meetings.** The regular weekly meetings of this club shall be held on Thursdays at 6:15 P. M. Due notice of any changes in or cancellation of the regular meeting shall be given to all members of the club. All members except an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, 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, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

**Section 3 –** Forty percent of the membership shall constitute a quorum at the annual and regular meetings of this club and the votes of a majority of the members present at the club meetings shall authorize club action, except for amendments to these by-laws which require a two-third's vote.

**Section 4 –** The club will provide the members notice of the business to be transacted at a regular meeting by announcing it at a prior weekly meeting or by publishing notice in the weekly newsletter.

**Section 5 -** Regular meetings of the board shall be held once per month. Board meetings shall be scheduled the same time each month whenever reasonably possible. 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. At the president's discretion, board meetings **may** be held, and votes taken, electronically provided all board members receive due notice.

**Section 6 –** A majority of the board shall constitute a quorum of the board for the conduct of board business and the vote of a majority of the board members present at a meeting shall authorize board actions.

**Section 7 –** Minutes of board meetings shall be distributed to the members prior to the next scheduled board meeting.

### **Article 6 Fees and Dues**

**Section 1** – The admission fee for new members shall be as determined by the board of directors to be paid before an applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2** – The membership dues shall be as determined by the board of directors *per annum*, with the understanding that a portion of each quarterly payment shall be applied to each member's subscription to the RI official magazine.

**Section 3** – Any member failing to pay his/her dues within three months after the prescribed time shall be notified in writing by the secretary. If dues are not paid within thirty (30) days from the date of notification, the membership shall be automatically terminated unless the board votes that special circumstances warrant an extension.

### **Article 7 - Methods of Voting**

Votes on the business of this club shall be completed in either of the following methods at the discretion of the President or the President's designee.

#### **Method 1 - Viva Voce**

By viva voce vote, except any contested elections of officers and Directors, which shall be by electronic or written ballot.

The President or the Board may determine that a specific resolution of exceptional importance be considered by ballot rather than by viva voce vote.

Valid viva voce voting requires a quorum.

#### **Method 2 - Electronic**

By electronic vote using any tool acceptable to both the President and Secretary. Voting will be conducted confidentially. Only 'voting officials', who are the President, Secretary, and Active Members working at the direction of the President and Secretary, shall have access to the individual votes.

The President or the Board may determine that a specific resolution of exceptional importance be presented, debated and considered at an in-person meeting whereby the vote can be taken by viva voce vote, written ballot or held over for a future club-wide electronic vote.



Valid electronic voting requires a majority of the Active Members.

**Electronic Voting Process:**

Upon acceptance of an article by the board, the president or their designee will create brief descriptions of the "for" and "against" positions of the article.

The ballot, including the article and descriptions, will be sent to the board for approval by a majority vote via email or other means. The President then has the discretion to edit the ballot as needed to address any outstanding concerns of the board. Once the ballot is approved, the membership will be notified by email or other means of the upcoming vote including voting instructions. Voting will remain open for a minimum of two days.

If during the electronic vote, 4 or more persons raise and communicate a concern on the vote to the President or Secretary, the vote may be held over for an in-person discussion and vote.

The President will disseminate the results of the vote to the club promptly.

**Article 8 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 New Generations Service. This club will be active in each of the Avenues of Service.

**Article 9 Committees**

Club committees, also often known as teams, 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. Directors may, but need not be appointed heads of committees. Club members who are not members of the board of directors may be appointed heads of committees. Standing committees are recommended to be appointed as follows:

- **Membership**

This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.

● **Public Image**

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

**Community Service**

This committee shall develop and implement educational, humanitarian, and/or vocational projects that address the needs of Weston and Wayland.

**International Service**

This committee shall develop and implement educational, humanitarian, and/or vocational projects that address the needs of communities throughout the world.

**Rotary Foundation**

This committee will develop and implement plans to support the Rotary Foundation through financial contributions and program participation.

**Scholarships**

This committee shall oversee the granting of scholarships to Weston and Wayland students, working within the limitations of the club's annual budget.

**Youth Initiatives**

This committee shall oversee the youth initiatives of the club, such as Interact Clubs, RYLA programs, Rotaract Clubs, working within the limitations of the club's annual budget.

In the event the president elects not to appoint all of the above named six committees, the president shall appoint committees which are responsible for the five functions listed above.

Additional *ad hoc* committees or "teams" 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 10 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 11 Finances**

**Section 1** – On or before September 1<sup>st</sup> 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. Once the budget has been approved by the board, it shall be submitted to the members for their approval.

**Section 2** – The Treasurer shall deposit all club funds in an insured bank named by the board.

**Section 3** – All bills shall be paid by the Treasurer or other authorized officer only when approved by the president and either one other board member or when the minutes of a recent board meeting reflect approval of the expenditure. Any proposed expenditures greater than **\$250.00** which are not reflected in the operational section of the budget or specifically listed under scholarships in the budget must be approved by the board and then the club.

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

**Section 5** – The fiscal year of this club shall run from July 1<sup>st</sup> to June 30<sup>th</sup>.

**Article 12 Method of Electing Members**

**Section 1** – The membership chair or designee secures the permission of a prospective member to identify the prospective member as a prospective member to the rest of the Club. This does not represent a commitment by the prospective member nor by the club.

**Section 2 (new)** – The membership chair shall ensure that the prospective member meets the membership requirements of the standard Rotary Club constitution, and that the prospective



member will participate in at least three activities of any type conducted by the Rotary Club of Weston and Wayland before being inducted.

**Section 3** – The membership chair or designee announces the name of a prospective member to the club in The Wheel, by email to Club members, and/or at the weekly meeting at least three times over the course of at least 3 weeks with a request for confidential expressions of support or concern to the membership chair, secretary, or president.

**Section 4** -- If there are expressions of concern, the Membership Chair and the President will explore the concern and present information and a recommendation for the Board to consider and vote upon. If the Board votes against membership, the Membership Chair and President will communicate the decision to the prospective member.

**Section 5** – If there are no expressions of concern, or if the concern is resolved and withdrawn, the membership chair will confirm the membership decision to the prospective member, who can then be inducted.

**Section 6** – Induction scheduled.

### **Article 13 Resolutions/Motions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Any resolution or motion, if offered at a club meeting, shall be referred to the board without discussion. All resolutions or motions from members shall be submitted in writing to the board. No member shall orally make a resolution or motion involving the expenditure of club funds for a charitable cause in the presence of a speaker or guest who is promoting that same cause and the club shall not entertain any such resolution or motion.

### **Article 14 Order of Business**

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features (can also come after introduction of visitors).

Adjournment.

### **Article 15 Adoption or Rotary Constitution and Interpretation**

The Rotary Club of Weston hereby adopts the Rotary Constitution. Any question about the meaning or interpretation of any provision of these by-laws will be resolved by adherence first to the Rotary Constitution, then to Rotary International’s Manual of Procedure (“the Manual”) and then by the decision of the club’s board of directors. If there is any conflict between these



by-laws and the Rotary Constitution or the Manual, the Constitution and the Manual will prevail and these by-laws will be amended accordingly.

### **Article 16 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member 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. In the event an amendment to these by-laws is proposed by a club member who is not a board member, the amendment shall not be voted upon until the board has met to consider the proposed amendment. The board shall make a recommendation to the members on all proposed amendments to the by-laws prior to club vote.