

PEQUANNOCK VALLEY ROTARY BY-LAWS

Draft of 05/12/10
Revised 06/14/10-WJW

PREAMBLE

WHEREAS, the Pequannock Valley Rotary Club has updated their By-Laws which are attached and incorporated herein; and

WHEREAS, it is the intention of the Board of Directors, Officers, and all Members to live and be guided by the Rotary code of Ethics which is also attached and incorporated; and

WHEREAS, all meetings conducted by the Rotary Club pursuant to its By-Laws shall and is hereby governed by Robert's Rules of Order Newly Revised.

NOW THEREFORE, this Preamble and the By-Laws as revised and incorporated shall and hereby be effective this ____ day of _____. 2010.

Article I: Organization - The name of the organization shall be the Pequannock Valley Rotary Club.

The seal of the organization is imprinted in the margin herein:

Article II: Object - The following is the object for which this organization has been organized:

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First - The development of acquaintance as an opportunity for service;

Second - High ethical standards in business and professions, the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third - The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth - The advancement of international understanding, good will, and peace through a world fellowship of business and professional persons united in the ideal of service.

BYLAWS

Article I: Election of Officers

Section 1 -Nominations and Voting: At the November business meeting, one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for candidates for the four officers : president, vice president, secretary and treasurer. The nominations may be presented by the nominating committee, by members from the floor, or by both as the club may determine. If it is decided to have a nominating committee, the club board of directors shall appoint that committee at the October board meeting.

The nominating committee shall consist of no less than three members of the board and it shall include two past presidents and a board member at large. This committee will be chaired by one of the past presidents.

The members of the nominating committee will serve for a one year term.

The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the December business meeting.

The candidates for president, vice president, secretary and treasurer receiving a majority of the votes shall be declared elected. The president elected in such balloting shall serve as a member of the board and as president-elect for the year commencing on the first day of July next following their election as president. Their term as president shall commence on the first day of July immediately following their service on the board as president-elect.

Section 2 - Board of Directors: The four officers elected, together with the immediate past president and up to four additional directors appointed by the president-elect shall constitute the board of directors. At their first meeting, the new board of directors shall select one member of the club to act as sergeant-at-arms.

Section 3: Vacancies - Board of Directors: A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 4: Vacancies - Officer-elect or Incoming Director: A vacancy in the position of any officer-elect or incoming director shall be filled by action of the remaining members of the incoming board.

Article II – Board of Directors

The governing body of this club shall be the board of directors consisting of up to nine members of this club, namely, four directors elected in accordance with Article I, section I, of these by-laws, the President, Vice President, Secretary, Treasurer and the immediate past president, and up to four directors appointed by the President Elect. The board may increase this number if additional membership (up to but not to exceed eleven) is deemed beneficial to the club.

Article III Duties of the Officers:

Section 1 – President – It shall be the duty of the president to preside at meetings of the club and board, supervise the work of the Club Service, Community Service, Vocational Service and International Service/Rotary Foundation Committees, prepare the annual budget, present their plans to the board, put those plans into practice during the year, maintain contact with the RI/Foundation and District 7470, prepare reports and correspondence required by the District and RI, and to perform such other duties as ordinarily pertain to the office of president.

If the presiding President resigns their position during their term, they must turn over all records and papers of the club and submit a final request for expense reimbursement with their letter of resignation.

Section 2 – Vice President – It shall be the duty of the Vice President to serve as a member of the Board of Directors of the club, to act as president in the absence of the President, act as chairperson of the club activities as assigned to the office by the president and board, to learn the duties of the president and to perform such other duties as may be prescribed by the president of the board.

Section 3 – Secretary – It shall be the duty of the secretary to keep the records of membership, record the attendance at board 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 RI and the district, including the semiannual reports of membership, which shall be made to the general secretary of RI on January first and July first of each year, and including prorated reports to the general secretary on October first and April first of each active and past service member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, collect and remit to RI subscriptions to The Rotarian, and perform such other duties as usually pertain to this office.

In addition to the minutes to be taken at the board meetings, it shall also be the responsibility of the secretary to record the minutes of the monthly business meetings and the annual "Fireside" meeting.

Section 4 – 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, prepare or assist in the preparation of all State and Federal forms that are or may be required by those entities, and to perform such other duties as pertain to this office. Upon their retirement or resignation from office the treasurer shall turn over to their successor or to the president all funds, books of accounts and any other club property in their possession.

In addition to the above duties, the treasurer shall also report attendance of our regular meetings to the district.

Section 5 – Sergeant-at-Arms – The duties of the Sergeant-at-arms shall be to set up for the regular meetings of the club and special meetings, assist the president in the logistical planning for special meetings, to assist the president in keeping order at the meetings, to greet guests at the regular meetings and to perform such other duties that may be prescribed by the president of the club.

Section 6 - All Officers - All officers shall turn in to the club all records, rotary documentation and expenses upon their retirement, resignation or and/or at the conclusion of their term in office.

Article IV Meetings:

Section 1 – Annual Meetings: An annual meeting of the club shall be held each year between the dates of July first and December thirty first, at which time the election of officers and directors to serve for the ensuing year shall take place. The date for the annual meeting shall be set by the president of the club then in office with the approval of a majority of the members of the club.

Section 2 – Regular Meetings: The regular weekly meetings of the club shall be held on Wednesday at 12:15 P.M. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club, district secretary and the editor of In-flight.

All members excepting an honorary member (or members excused by the board of directors of this club, pursuant to article VII, Section 3 of 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 any other Rotary Club.

Section 3 – Quorum - Regular and Annual Meetings: One third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Board Meetings: Regular meetings of the board shall be held on the second Wednesday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon request of two (2) members of the board, due notice having been given.

Section 5 – Quorum - Board Meetings - A majority of the board members shall constitute a quorum of the board.

Article V Fees and Dues:

Section 1 – Initiation Fee: The initiation fee shall be determined by the board at the beginning of each Rotary year and be paid before the applicant can qualify as a member.

Section 2 – Membership Fee: The membership fee shall be set and voted upon by the board at the June board meeting, payable annually on the first day of July, with the understanding that the cost for a subscription to The Rotarian magazine be included in those dues.

Article VI Method of Voting:

The business of this club shall be transacted by voice vote except for the election of officers and directors, which shall be by ballot.

Article VII Committees:

Section 1 – Committees - The president shall, subject to the approval of the board, appoint the following standing committees:

Club Service Committee

Vocational Service committee

Community Service committee

International Service/Rotary Foundation committee

b. The president shall, subject to the approval of the board, also appoint such committees on particular phases of club service, vocational service, community service and international/rotary foundation service as the president may deem necessary.

c. The club service committee, vocational service committee, community service committee and international/rotary foundation committee shall each consist of a chairperson, who shall be named by the president and shall consist of not less than two (2) other members.

d. The president may participate and vote as a member of all committees and as such shall have all of the privileges of membership thereon.

e. Each committee shall transact such business as is delegated to it in the 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 to the board and accepted and recommended for club approval when required.

f. Should the president deem it necessary, they 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/Rotary Foundation service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, by appointing one or more members for a second term.

Section 2 – Club Service Committee.

a. The chairperson of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.

b. The club service committee shall consist of the chairperson of the club service committee and the chairpersons of all committees appointed on the particular phases of club service.

c. The president shall, subject to the approval of the board appoint those committees that are deemed essential to the running of the club.

d. The president shall appoint the vice president to oversee and coordinate the work of the classifications, membership, membership development and fund raising efforts of the club.

e. Where feasible and practicable in the appointment of club 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.

f. The classification committee shall consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one member for a term of two (2) years, one member for a term of three (3) years.

Section 3 – Community Service Committee

a. The chairperson of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.

b. The community service committee shall consist of the chairperson of the community service committee and the chairperson of all committees appointed on particular phases of community service.

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 the club in discharging their responsibilities in matters relating to club service. The chairperson of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

Section 2 – Vocational 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 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 service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

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. 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 the particular phases of community service. See the following listing of those phases:

(A) Human Development Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.

(B) Community Development Committee. This committee shall devise and carry into effect plans, which will guide and assist the members of this club in working to make the community a better place to live by improving the physical condition of the community and its facilities.

Section 4 – International Service/Foundation 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/Foundation service.

Article IX Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending. Note: Such leave of absence does operate to prevent a Forfeiture of membership; it does not operate to give the club credit for the member' attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.

Article X Finances:

Section 1 – The treasurer shall deposit all funds of the club in the bank chosen by the board into either the Club Operating Account or the Club Welfare account as prescribed by Rotary International rules and generally accepted accounting principles, rules and regulations and in accordance with tax law.

Section 2 – All bills shall be paid only by checks signed by the Treasurer and another officer of the club - dual signage is required on all checks - who has been approved by the board.

Section 3 – The club treasurer shall present a preliminary financial statement each month of both the Club Operating Account and the Club Welfare Account at the club's board meeting and present the reviewed financial statements each month for both the club operating and welfare accounts at the club's monthly business meeting. A complete audit shall be made of the club finances at the end of each fiscal year.

Section 4 – The fiscal year of this club shall extend from July first to June thirtieth of the following calendar year. The payment of per capita dues and magazine subscriptions to RI shall be made on July first and January first of each year on the basis of the membership of the club on those dates.

Section 5 – During the month prior to the beginning of their term of office and the fiscal year, the president–elect, with the assistance of the treasurer and treasurer elect, shall prepare a proposed budget for the estimated

revenue, income and expenditures for the coming Rotary year. Upon approval by the new board and ratification by a majority of the club members, the proposed budget shall stand as the limit of expenditures for the respective purposes in the budget for the year, as supported by revenue or other identified sources, unless otherwise authorized by action of the club board and approved by vote of a majority of the membership. Expenditures not included in the proposed budget and less than \$300.00 may be authorized by action of the board without submission to the general membership for ratification provided a funding source is identified.

Article XI Method of Electing Members

Section 1 – Active Members (including additional active members):

(1) In order to be considered for membership, a person shall have attended three meetings within six weeks and at such meetings, have been introduced and identified as a prospective member, provided that a letter of recommendation has been submitted to the club secretary by their sponsor beforehand. The name of a prospective member, proposed by an active or past service member of the club (sponsor) , shall be submitted to the board in writing through the club secretary. During such six week period or within ten days following the six week period, objections to a prospective membership may be made in writing or by personal appearance at a Meeting of the Board of Directors of the club and said objection shall be made a part of the minutes of the meeting.

(2) The board shall request the classifications committee (if one is in effect) to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing and general eligibility.

The board shall consider and approve or disapprove the proposed member's application and shall then notify the proposer, through the club secretary, of its decision.

(3) If no objection is registered, the sponsor of the prospective member will give them an application for membership and request a check in the amount due. If at their next regular meeting together with one or more members of the board of directors shall review with the prospective member, the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall agree to and accept the terms of membership, be published to the club and be announced as a member at a regular meeting of the club. They will be presented with a new member kit by the secretary.

(4) If any objection to a prospective member has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If a Board vote does not exceed three (3) negative votes cast by the members of the board in attendance at such regular or special meeting, the

proposed member shall be considered to be elected to membership following the provisions as outlined above. If the decision of the board is unfavorable to the applicant, the secretary shall notify the sponsor who will so advise the applicant.

(5) Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report their name to the general secretary of Rotary International.

SECTION 2 - Transfers: A member of another club who wishes to transfer their membership to our club, must be in good standing with their previous club and attend three meetings at our club prior to the membership of PV Rotary voting on their application.

Article XII 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.

Between board meetings, the board may take a vote on donations of not more than three hundred (\$300.00) by voice, telephone or email if time is of the essence.

Article XIII Order of Business:

Flag Salute
Prayer
Call to Order
Introduction of Visitors
Happy/Sad dollars
Correspondence
Announcements
Lunch
Committee Reports
Fellowship
VIP
Unfinished Business
New Business
Program
Sergeant -at-Arms
Adjournment

This order of business may be changed by the president in order to facilitate the orderly and efficient progress of the meeting.

Article XIV Amendments

These bylaws may be amended at any regular meeting of the club, a quorum being present, by 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 club constitution and with the constitution and bylaws of RI.

Received by:

Name _____

Club Secretary _____

Dated _____

The Rotary Code of Ethics
For Business Persons of All Lines

My business standards shall have in them a note of sympathy for our common humanity. My business dealings, ambitions and relations shall always cause me to take into consideration my highest duties as a member of society. In every position in business life, in every responsibility that comes before me, my chief thought shall be to fill that responsibility and discharge that duty so when I have ended each of them, I shall have lifted the level of human ideals and achievements a little higher than I found it. As a Rotarian it is my duty:

I

To consider any vocation worth and as affording me distinct opportunity to serve society.

II

To improve myself, increase my efficiency and enlarge my service, and by doing so attest my faith in the fundamental principle of Rotary, that he/she profits most who serves the best.

III

To realize that I am a business person and ambitious to succeed; but that I am first an ethical person and wish no success that is not founded on the highest justice and morality.

IV

To hold that the exchange of my goods, my service and my ideas for profit is legitimate and ethical, provided that all parties in the exchange are benefited thereby.

V

To use my best endeavors to elevate the standards of the vocation in which I am engaged, and so to conduct my affairs that others in my vocation may find it wise, profitable and conducive to happiness to emulate my example.

VI

To conduct my business in such a manner that I may give a perfect service equal to or even better than my competitor, and when in doubt to give added service beyond the strict measure of debt or obligation.

VII

To understand that one of the greatest assets of a professional or of a business person is their friends and that any advantage gained by reason of friendship is eminently ethical and proper.

VIII

To hold that true friends demand nothing of one another and that any abuse of the confidence of friendship for profit is foreign to the spirit of Rotary and is in violation of its Code of Ethics.

IX

To consider no personal success legitimate or ethical which is secured by taking unfair advantage of certain opportunities in the social order that are absolutely denied others, nor will I take advantage of opportunities to achieve material success that others will not take because of the questionable morality involved.

X

To be not more obligated to another Rotarian than I am to every other man in human society; because the genius of Rotary is not in its competition, but in its cooperation; for provincialism can never have a place in an institutions

like Rotary, and Rotarians assert that Human Rights are not confined to Rotary Clubs, but are as deep and as broad as the race itself; and for these high purpose does Rotary exist to educate all humans and all institutions.

XI

Finally, believing in the universality of the Golden Rule, all things whatsoever ye would that men should do unto you, do ye even so unto them, we contend that Society best holds together when equal opportunity is accorded all peoples in the natural resource of this planet.

Excerpted from: The Rotary Global History Library