

**BYLAWS
OF
THE ROTARY CLUB OF PORTSMOUTH, OH, INC.
1/6/03 (Revised 8/13/15; 12/14/20)**

**ARTICLE 1
ELECTION OF DIRECTORS AND OFFICERS**

SECTION 1

At the first meeting in November the presiding officer will appoint a nominating committee. The nominating committee will consist of a current board member and two members of rotary. The nominating committee shall conduct an election of a minimum of four candidates for the office of Director, for a three-year term, beginning the following first day of July. At that meeting the Board of Directors, shall also present nominees for the offices of President-Elect, Secretary-Treasurer, Sergeant-at-Arms and President Nominee. The nominees for President-Elect and President-Nominee shall be members of the Board of Directors.

SECTION 2

At the first meeting in December, which shall be the Annual Meeting, an election shall be conducted by secret ballot. The nominations shall be placed on a ballot in alphabetical order for each office. The (4) candidates for Director receiving a majority of the votes shall be elected as Director. (the president-elect shall serve in that capacity until the following July 1st at which point he/she will become president. The President Nominee shall take the title of President-Elect upon the installation of the new president. The Secretary-Treasurer and Sergeant-at-Arms shall serve for one year commencing on the first day of July next following the election.) The four Directors so elected shall serve for three years commencing on the first day of July next immediately following the election. In the event of tie votes, the matter shall be referred to the Board of Directors.

**ARTICLE II
BOARD OF DIRECTORS**

The governing body of this club shall be a Board of twelve (12) directors, elected in accordance with Article I of these by-laws.

**ARTICLE III
DUTIES OF OFFICERS**

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 the 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 perform such other duties as pertain to the office.

SECTION 3

President-Nominee. It shall be the duty of the President Nominee, to preside at meetings of the club and Board in the absence of the President and President-Elect, and to perform such other duties as pertain-to the office.

SECTION 4

Secretary. It shall be the duty of the Secretary to keep the records of memberships, 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, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st, of each year, the report of change 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, collect and remit to Rotary International subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office.

SECTION 5

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 the office. Upon retirement from office, he/she shall turn over to their successor or to the President all funds, books of accounts or any other club property in their possession.

SECTION 6

Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for the office, and such other duties as may be prescribed by the President of the Board. In general, the Sergeant-at-Arms will handle setup for each meeting of the membership and following meetings secure all Rotary materials for later use. He/she will provide any necessary support to the president to assure the smooth operation of weekly meetings and receive any monies from members in the absence of the Treasurer.

ARTICLE IV MEETINGS

SECTION 1

An annual meeting of this club shall be held during the first meeting in December at which time the election of officers and directors to serve for the ensuing year will take place.

SECTION 2

The regular weekly meeting of this club shall be held on Monday at 11:45 a.m. unless otherwise modified by the Board of Director. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members in good standing in this club in attendance on the day of the regular meeting must be counted as present.

SECTION 3

One-third of the membership shall constitute a quorum at the annual and regular meeting of this club.

SECTION 4

Regular meetings of the Board shall be set by that years' Board. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) 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 V
FEES AND DUES**

SECTION 1

The initiation fee shall be determined by the Board of Directors and shall be paid before the applicant can qualify as a member.

SECTION 2

The membership dues shall be determined by the majority of affirmative votes cast by the membership at a meeting therefore for which notice shall be given the membership by the Secretary. Said membership dues shall be payable quarterly, in advance, on the first days of July, October, January, and April of each calendar year. Payments shall include each member's subscription to the ROTARIAN magazine.

The Board of Directors may, at its discretion, temporarily reduce dues in extraordinary circumstances by an amount and for a duration determined by the Board. Such revision shall be reviewed and approved by a quorum of the Board on a quarterly basis.

**ARTICLE VI
METHOD OF VOTING**

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

**ARTICLES VII
COMMITTEES**

SECTION 1

(A) The President may, subject to the approval of the Board, appoint standing committees as needed:.

- (B) The President shall be an ex officio member of all committees and, as such shall have all the privilege of membership thereon.
- (C) 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. There should be provision for continuity of membership, either by appointing one or more member to a two-year term.

**ARTICLE V
BOARD OF DIRECTORS**

SECTION 1 -- Board Composition

The Board is comprised of twelve (12) directors elected or appointed members who jointly oversee the activities of the Rotary Club of Portsmouth. The Past-President shall serve as an ex-officio member of the Board of Directors for one fiscal year after the completion of their term.

SECTION 2 – Board Meetings

The Board meets on the 2nd Tuesday of each month at 5:15 o'clock p.m. at a site designated by the Board.

**ARTICLE IX
LEAVE OF ABSENCE**

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club and/or having dues assessed for a specified length of time.

**ARTICLE X
FINANCES**

SECTION 1

The Treasurer shall deposit all funds of the club in financial institutions designated by the Board.

SECTION 2

All bills shall be paid by check signed by an authorized officer. Any check over \$1,500 shall require two (2) signatures (President and Secretary). Such disbursements shall be approved by Board action. A review of the accounts shall be made by a review committee once every two years. The review committee will consist of three non-board members (not including the treasurer,) selected by the President.

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 fiscal year of the club shall extend from July 1, to June 30, and for the collection of members' dues shall be divided into four quarterly periods. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1, and January 1, of each year on the basis of the membership of the club on those dates.

SECTION 5

At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which having been agreed to by the Board, shall stand as the limits of expenditures for the respective purposes unless otherwise ordered by action of the Board. A dollar figure for allocation to community projects will be set each July in consideration of the amount of money raised from fundraisers in the previous year.

ARTICLE XI METHOD OF SELECTING MEMBERS

SECTION 1 Active Members (including additional active members)

The name of a prospective member, proposed by an active, senior active or past service member of the club or by the Membership Development Committee, shall be submitted to the Board in writing, through the club secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

SECTION 2

The Board shall consider and approve or disapprove the recommendations of the proposer and shall then notify the proposer, through the club secretary, of its decision.

SECTION 3

If the decision of the Board is favorable, the proposer, together with one or more members of the Membership Development Committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member will give permission for their name and proposed classification to be published to the club.

SECTION 4

1. If no written objection to the proposal, stating reasons, is received by the Board from any member of the club within ten (10) days following publication of the name of the prospective member, upon payment of the admission fee as prescribed in Article V of these by-laws, he/she shall be considered to be elected to membership.
2. If any objection has been submitted to the Board, it shall consider the same at any regular or special meeting of the Board and shall ballot on the proposed member. Unless three (3) negative votes are 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.

3. Following the member's election to membership as herein provided, the club secretary shall report the individual's name to the General Secretary of Rotary International.

SECTION 5

The member shall be formally introduced as a new member at a regular meeting of this club.

SECTION 6 Senior Active, Past Active, and Honorary Members.

The name of a proposed candidate for any one of these three kinds of membership shall be submitted to the Board of Directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the Board and that the Board may at its discretion waive any of the steps as set forth in section 1 of this article and proceed to ballot on the proposed member. -Unless three (3) negative votes are cast the proposed membership status shall be considered approved

SECTION 7 Suspension, Termination And Reinstatement Of Membership

1. Suspension.
 - 1.1. An active member who desires to remain in the Club but who faces exigent circumstances (such as significant health or financial issues) for which paying club dues could or would create a financial hardship may request a temporary suspension of their dues responsibility from the Board of Directors.
 - 1.2. If granted, the suspension shall be subject to the following conditions:
 - 1.2.1. The member may continue to attend club meetings but would be responsible for meal costs.
 - 1.2.2. The member may continue to participate in club fundraising or service activities
 - 1.2.3. The member may not hold any office, board, or other leadership position (e.g., committee chair) during the period of membership suspension.
 - 1.2.4. Full membership benefits will be restored once the member has resumed paying dues.
2. Termination. In extreme circumstances, members may have their membership terminated. Such circumstances would include:
 - 2.1. Non-Payment of Dues or other Assessments.
 - 2.1.1. Payment of quarterly dues and/or other assessments is expected within 30 days of the date dues assessments are sent out by the Treasurer.
 - 2.1.2. Members whose dues/assessments are not paid by the date on which the Treasurer sends out the next regular assessment statement will be classified as in arrears, and will have 30 days from the date of the second statement to bring their dues and/or assessments up-to-date.
 - 2.1.3. Members with outstanding assessments following the 30-day arrears period will have their membership terminate.
 - 2.2. Engaging in any conduct deemed by the Board of Directors to be detrimental to the Club or Rotary International. In such cases, the member shall be informed of the Board's decision in writing by the club president.
3. Reinstatement. A previously active member of the club may request reinstatement.

- 3.1. Members who were in good standing and voluntarily separated from the club will be reinstated immediately upon payment of current quarterly dues.
- 3.2. Members who were terminated due to nonpayment of dues or other assessments must bring their account up-to-date.
- 3.3. Members terminated for other reasons may petition for reinstatement and will have the petition reviewed by the Board of Directors. Such members will be informed of the Board's decision in writing within 60 days of the request for reinstatement.

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 club Board. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

ARTICLE XIII ORDER OF BUSINESS

Meeting called to order
Introduction of visiting Rotarians
Correspondence and announcements
Committee reports if any
Any unfinished business
Any new business
Address or other program features
Adjournment

ARTICLE XIV AMENDMENTS

These by-laws 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 provided to each member at least ten days before such meeting. 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.

ARTICLE XV BOARD OF DIRECTORS

The Board is comprised of twelve (12) directors elected or appointed members and the past president serves as an ex-officio member

The Board reviews all decision pertaining to membership, support, revision of the by-laws and community services.

The Board shall meet monthly and regular attendance by board members is expected. A board member who misses three –meetings without prior notification to the president and/or legitimate excuse may be asked to step down as a board member.

A special meeting may be called by the President if they deem it necessary.