

## Rotary Club of Haddonfield

# Bylaws 2019

### GOOGLE DOCUMENT

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### HISTORY

- Adopted August 25, 1999.
- Amended April 2012 (Sections 9.7, 10.9, 14.2).
- Amended in their entirety June 7, 2017 (effective July 1, 2017).
- Amended October 9, 2019 (effective immediately).

### ARTICLE 1 – DEFINITIONS

- Board – The club's board of directors, entrusted with ultimate authority over the club and responsible for establishing the mission, goals, policies, and strategic direction of the club; and delegating authority to the officers for the day-to-day operation of the club.
- Club – Rotary Club of Haddonfield.
- Club Foundation – Rotary Club of Haddonfield Foundation.
- Director – A member of the club's board of directors.
- District – The Rotary district that includes the club.
- Member – A member of the club. (Corporate associates and honorary members are not members of the club.) See also: Voting member.
- Officer – The president, vice president, secretary, treasurer, immediate past president, and sergeant-at-arms.
- Quorum – The minimum number of participants who must be present when a vote is taken. For club decisions: one-third of the club's voting members. For board decisions: a majority of the directors.
- RI – Rotary International.
- Rotarian – An adult who has demonstrated good character, integrity, and leadership; has a good reputation in his/her business, profession, and community; and is willing to serve in his/her community and around the world as a member of a Rotary club.
- TRF – The Rotary Foundation.
- Voting member – A full member, corporate member, or life member.
- Year – The 12-month period beginning on July 1.

## **ARTICLE 2 – BOARD**

- Section 2.01 – The governing body of this club is its board of directors, consisting of 13 full members, corporate members, or life members who serve as president, first vice president (president-elect), second vice president (president-nominee), secretary, treasurer, immediate past president, and directors for club service, membership, TRF, fundraising, local service, regional service, and international service.

## **ARTICLE 3 – ELECTIONS AND TERMS OF OFFICE**

- Section 3.01 – One month before the annual meeting, the nominating committee nominates candidates for second vice president (president-nominee), secretary, treasurer, sergeant-at-arms, and directors for club service, membership, TRF, fundraising, local service, regional service, and international service.
- Section 3.02 – Subsequently, but not less than seven days before the scheduled date of the annual meeting, voting members may submit additional nominations, in writing, to the secretary.
- Section 3.03 – The candidate who receives a majority of the votes for each office is declared elected to that office.
- Section 3.04 – The term of office for each officer and director is one year.
- Section 3.05 – If any officer or director vacates his/her position, the remaining members of the board appoint a replacement.
- Section 3.06 – If any officer-elect or director-elect vacates his/her position, the remaining members of the board-elect appoint a replacement.

## **ARTICLE 4 – DUTIES OF OFFICERS AND DIRECTORS**

- Section 4.01 – The president presides at club and board meetings, and is responsible for liaison with the club's district and the Club Foundation.
- Section 4.02 – The immediate past president is responsible for liaison with RI and for planning and hosting the annual installation meeting.
- Section 4.03 – The first vice president (president-elect) presides at club and board meetings when the president is absent, chairs the programs committee, and prepares for his/her year in office.
- Section 4.03 – The second vice president (president-nominee) presides at club and board meetings when the president and vice president (president-elect) are absent, chairs the meetings committee, and prepares for his/her year in office.
- Section 4.05 – The secretary keeps membership and attendance records, and minutes of board meetings. The board may delegate certain duties of the secretary to an administrator.

- Section 4.06 – The treasurer oversees all funds and provides monthly and annual accountings of them. The board may delegate certain duties of the treasurer to an administrator.
- Section 4.07 – The sergeant-at-arms maintains order in club meetings.
- Section 4.08 – The directors oversee activities in their respective areas of responsibility, and report to the board on those activities.

## **ARTICLE 5 – MEETINGS**

- Section 5.01 – The club meets each Wednesday from 12:15pm to 1:30pm. Reasonable notice of any change to or cancellation of the regular meeting is given to all members.
- Section 5.02 – An annual meeting is held no later than December 31 to elect the officers and directors who will serve for the coming Rotary year.
- Section 5.03 – An annual installation meeting is held no later than June 30 to install officers and directors for the coming year.
- Section 5.04 – The board meets on the second Tuesday of each month at 6:00pm.
- Section 5.05 – Special meetings of the board are called with reasonable notice by the president or upon the request of two directors. Reasonable notice of any change to or cancellation of a regular or special board meeting is given to board members.

## **ARTICLE 6 – METHOD OF VOTING**

- Section 6.01 – The business of the club is conducted by voice vote or a show of hands of full members, corporate members, and life members, except in the election of officers and directors, which is conducted by ballot. The board may, at its discretion, provide a ballot for a vote on some resolutions.
- Section 6.02 – The business of the board is conducted by voice vote or a show of hands. The board may provide a ballot for a vote on some resolutions.
- Section 6.03 – As provided in Article 7 of these bylaws, the directors of certain committees may vote by proxy at board meetings.
- Section 6.04 – If a majority of the board agrees in advance, a vote on a particular matter may be held by mail, email, conference call, or other form of communication that is easily accessible to all board members.
- Section 6.05 – The secretary reports the results of all board and club votes at the next board meeting.

## ARTICLE 7 – COMMITTEES

- Section 7.01 – Club committees coordinate their efforts to achieve the club’s annual and long-term goals.
- Section 7.02 – The president is an ex-officio member of all committees of which he/she is not a named member (except the financial review committee) and, as such, has all the privileges of membership.
- Section 7.03 – The president designates other committees and appoints their chairs as he/she deems necessary, subject to approval by the board.
- Section 7.04 – Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

### DESIGNATED COMMITTEES

- Section 7.11 – The **CLUB ADMINISTRATION COMMITTEE**:
  - (a) develops annual goals, within the context of the club’s mission and long-term goals, and monitors progress towards achieving those goals;
  - (b) develops the annual budget;
  - (c) monitors compliance with the club constitution and bylaws; and
  - (d) develops operating procedures and monitors their use.
- Section 7.12 – The committee consists of the president (who serves as chair), first vice president, second vice president, secretary, treasurer, immediate past president, and administrator (if one has been appointed).
- Section 7.21 – The **CLUB SERVICE COMMITTEE**:
  - (a) creates and implements plans to promote Rotary generally and club activities and service projects to the general public; and
  - (b) provides communications and other services to the board and other committees.
- Section 7.22 – The committee consists of the director for club service (who serves as chair) and members of the club appointed by him/her, one of whom serves as vice chair and attends board meetings when the director is absent, and who, upon presentation to the secretary of a proxy note signed by the director, may vote on his/her behalf.
- Section 7.31 – The **FINANCIAL REVIEW COMMITTEE** conducts a comprehensive examination of financial procedures and transactions for the prior year. A certified public accountant conducts a review or audit of the club’s finances at least every five years.
- Section 7.32 – The committee consists of three voting members of the club, not including the immediate past president, one of whom serves as chair. Members of the committee are recommended to the board by the treasurer during its first meeting of the year, and are appointed by the board at that time.

- Section 7.33 – The committee may seek the advice and/or opinion of an independent accountant without first seeking approval from the board, unless expenses will be incurred. The Board shall not unreasonably withhold approval of reasonable expenses.
- Section 7.34 – The committee completes its work by November 30 and presents its report during the board’s December meeting.
  
- Section 7.41 – The **FUNDRAISING COMMITTEE** creates and implements a plan to secure financial support for the club’s service projects.
- Section 7.42 – The committee consists of the director for fundraising (who serves as chair) and members of the club appointed by him/her, one of whom serves as vice chair and attends board meetings when the director is absent, and who, upon presentation to the secretary of a proxy note signed by the director, may vote on his/her behalf.
  
- Section 7.51 – The **MEETINGS COMMITTEE**:
  - (a) plans club meetings, oversees the greeting function, and provides logistics services and technology support; and
  - (b) assists the immediate past president to plan and manage the annual installation meeting.
    - Section 7.52 – The committee consists of the second vice president (who serves as chair), the sergeant-at-arms (who serves as vice chair), and members of the club appointed by them.
  
- Section 7.61 – The **MEMBERSHIP COMMITTEE** actively attracts and engages members.
- Section 7.62 – The committee consists of the director for membership (who serves as chair) and members of the club appointed by him/her, one of whom serves as vice chair and attends board meetings when the director is absent, and who, upon presentation to the secretary of a proxy note signed by the director, may vote on his/her behalf.
  
- Section 7.71 – At least six weeks before the annual meeting, the **NOMINATING COMMITTEE** submits to the secretary the names of members who have agreed to serve, if elected, as officers and directors of the club for the coming year.
- Section 7.72 – The committee consists of the president, vice president, and the three most recent past presidents who are members of the club. The committee is chaired by the past president whose term as president preceded those of the other past presidents on the committee.
  
- Section 7.81 – The **PROGRAMS COMMITTEE** plans and manages club programs.
- Section 7.82 – The committee consists of the first vice president (who serves as chair) and members of the club appointed by him/her, one of whom serves as vice chair.

- Section 7.91 – The **ROTARY FOUNDATION COMMITTEE** promotes members' and the club's financial support for and participation in projects that ultimately advance the mission of TRF.
- Section 7.92 – The committee consists of the director for TRF (who serves as chair) and members of the club appointed by him/her, one of whom serves as vice chair and attends board meetings when the director is absent, and who, upon presentation to the secretary of a proxy note signed by the director, may vote on his/her behalf.
  
- Section 7.101 – **SERVICE PROJECTS COMMITTEES** create and implement plans for projects that make a difference – locally, regionally, and internationally.
- Section 7.102 – There is one service projects committee for each of three regions of service: local, regional, and international.
- Section 7.103 – Each committee has one three-year project (which, where possible, aligns with one or more of Rotary's areas of focus) and at least one one-year project.
- Section 7.104 – The start dates of the three-year projects are staggered, so any one does not coincide with another.
- Section 7.105 – Each committee consists of the director for the region of service (who serves as chair) and members of the club appointed by him/her, one of whom serves as vice chair and attends board meetings when the director is absent, and who, upon presentation to the secretary of a proxy note signed by the director, may vote on his/her behalf.
- Section 7.106 – The board honors commitments to three-year projects made by its predecessors, unless extraordinary circumstances arise, such as the termination of the project or the dissolution of the recipient organization.

## **ARTICLE 8 – FINANCES**

- Section 8.01 – The fiscal year is July 1 to June 30.
- Section 8.02 – Before each fiscal year starts, the club administration committee of the board-elect prepares an annual budget of estimated income and expenditure.
- Section 8.03 – The budget has an operations component and a service projects component.
- Section 8.04 – The operations component includes:
  - (a) estimated income from dues, fees, and assessments, and miscellaneous income, but not from fundraising activities; and
  - (b) estimated expenditure on the things the club is required to do by RI and the club's district, and the things the club does to facilitate the operation of the club.
    - Section 8.05 – The service projects component includes:
      - (a) estimated income from fundraising activities, but not from dues, fees, assessments, or miscellaneous income;
      - (b) estimated expenditure on and contributions to service projects; and

(c) an amount equal to 2% of the amount budgeted to be received from dues for Rotary's signature cause and another 2% for the club's district's projects.

- Section 8.06 – Operations income may not be used to pay service project expenses or contributions. Service projects income may not be used to pay operations expenses. Certain service projects expenses and contributions may be paid by the Club Foundation.
- Section 8.07 – Surplus funds from prior years may be used as directed by the board.
- Section 8.08 – The board approves the budget at its first meeting of the year.
- Section 8.09 – The treasurer deposits club funds in a financial institution or institutions designated by the board.
- Section 8.10 – Bills are paid by the treasurer or other authorized officer or, if one has been appointed, the administrator. Payment of bills above \$1,000 is approved in advance by one officer and one other director.
- Section 8.11 – Members are given an annual statement of the club's financial condition.

## **ARTICLE 9 – MEMBERS**

- Section 9.01 – The kinds of members are:

- (a) Full member;
- (b) Associate member;
- (c) Corporate member; and
- (d) Life member.

- Section 9.11 – **FULL MEMBERS:**

- (a) participate fully in club meetings, activities (including fundraising), service projects, and events;
- (b) volunteer to serve on committees;
- (c) propose and mentor new members;
- (d) pay dues promptly;
- (e) comply with attendance and participation requirements;
- (f) may vote on business brought before the club;
- (g) advocate for Rotary and the club in the community;
- (h) aspire to and accept leadership roles at the club level; and
- (i) seek opportunities to serve Rotary at the district level and beyond.

- Section 9.21 – **ASSOCIATE MEMBERS** desire to become full members but currently are unable to meet the attendance, participation, and/or dues requirements for full members.
- Section 9.22 – Associate members attend meetings (paying the meal charge as if a member's guest) and participate in club activities (including fundraising), service projects, and events whenever possible, and work towards becoming full members.
- Section 9.23 – Associate members may not vote and may not be nominated for election to the board.

- Section 9.31 – **CORPORATE MEMBERS** are representatives of entities that endorse Rotary ideals and support the activities of the club.
- Section 9.32 – Each such entity may designate one representative as its corporate member and up to three other representatives as corporate associates.
- Section 9.33 – Corporate members have the same responsibilities and privileges as full members.
- Section 9.34 – Any one of the corporate associates may substitute for his/her corporate member at club meetings and events and, with the permission of the corporate member, may have the responsibilities and privileges of the corporate member during such club meetings and events.
- Section 9.35 – Corporate associates who are not substituting for their corporate member are encouraged to attend meetings (paying the meal charge as if a member's guest) and participate in club activities (including fundraising), service projects, and events whenever possible.
- Section 9.36 – Corporate associates are not members of the club and pay no dues, fees, or assessments. They may not vote, except when substituting for their corporate member with his/her permission.
  
- Section 9.41 – **LIFE MEMBERS** are former full members who:
  - (a) have been Rotarians for fifty or more years; or
  - (b) have distinguished themselves over an extended period of time by exceptionally meritorious service – both as determined by the board on a case-by-case basis – in the furtherance of Rotary ideals and the welfare of the club.
  
- Section 9.51 – The board may designate as **HONORARY MEMBERS** persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals, or persons who are considered friends of Rotary for their exceptional support of Rotary's cause. Honorary members are not members of the club and pay no dues, fees, or assessments.

## **ARTICLE 10 – METHOD OF ADMITTING MEMBERS**

- Section 10.01 – A full member, corporate member, or life member proposes a candidate for membership, or another club proposes one of its transferring or former members.
- Section 10.02 – The board provisionally approves or rejects the candidate's membership within 30 days and notifies the proposing member (or other club) of its decision.
- Section 10.03 – If the board provisionally approves a candidate's membership, the board advises members privately (in its newsletter, by mail, or by email, for example) and invites comments on the proposal. If no adverse comments are received within ten days of the date of the advice, the candidate's membership is confirmed. If adverse comments



are received, the board reviews then confirms or rejects the proposal at its next meeting and notifies the proposing member (or other club) of its decision, which is final.

- Section 10.04 – If the candidate's membership is confirmed, the candidate is invited to join the club.

## **ARTICLE 11 – DUES**

- Section 11.01 – Annual dues for the coming year are set by the board during its May meeting, but may be adjusted by the board from time to time.
- Section 11.02 – Dues are billed quarterly.
- Section 11.03 – Annual dues include RI per capita dues, a subscription to The Rotarian, district per capita dues, and any other Rotary or district per capita assessment on full members and corporate members.
- Section 11.04 – The quarterly dues notice includes an optional contribution to the Club Foundation and an optional contribution to TRF for Rotary Foundation Sustaining Membership.
- Section 11.05 – Dues payable by new full members, by associate members who become full members, and by new corporate members are prorated for the quarter in which they are admitted.
- Section 11.06 – Dues are intended to cover all operations expenses. In the event of a shortfall in the operations component of the budget, the board may impose an assessment on full members and corporate members.
- Section 11.07 – Dues for corporate members are the same as for full members.
- Section 11.08 – Dues for associate members and full members who have been granted leave of absence are set at the approximate ratio of budgeted operations expenses other than weekly lunches and annual installation meeting to the total budget for operations expenses.

**[Example:** Operations budget is \$85,000. Budgeted expenses other than for lunches and installation meeting are \$38,000, or 45% of the operations budget. Dues for full members are \$205 per quarter. Therefore, dues for associate members and full members granted leave of absence are 45% of \$205 = \$92.25.]

- Section 11.09 – For life members, the club pays the costs of lunches and annual installation meeting, RI per capita dues, a subscription to The Rotarian, district per capita dues, and any other Rotary, district, or club per capita assessment. Life members are encouraged to make quarterly contributions to the Club Foundation and to TRF for Rotary Foundation Sustaining Membership, as if they were full members.

## **ARTICLE 12 – FEES AND ASSESSMENTS**

- Section 12.01 – The board may establish an admission fee payable by full members and corporate members.
- Section 12.02 – Associate members pay the guest fee for lunches and the annual installation meeting.
- Section 12.03 – Except when attending in place of their corporate member, corporate associates pay the guest fee for lunches and the annual installation meeting.
- Section 12.04 – The board may levy assessments on full members and corporate members.
- Section 12.05 – Before levying an assessment, the board notifies voting members of details of the proposed assessment and of the date of a regular meeting, at least ten days from the date of the notice, at which the proposed assessment will be discussed.
- Section 12.06 – The board's decision to levy an assessment is final.

## **ARTICLE 13 – ATTENDANCE AND PARTICIPATION**

- Section 13.01 – Full members and corporate members:
  - (a) strive to attend all club meetings, and to miss no more than three regular club meetings per quarter;
  - (b) strive to make up each missed meeting by attending a meeting of another Rotary club;
  - (c) participate in club activities (including fundraising), service projects, and club events; and
  - (d) serve on at least one committee.
- Section 13.02 – Associate members and corporate associates:
  - (a) attend club meetings whenever possible; and
  - (b) participate to the best of their ability in club activities (including fundraising), service projects, and club events.
- Section 13.03 – Life members attend club meetings and participate in club activities (including fundraising), service projects, and club events whenever possible.
- Section 13.04 – Board members:
  - (a) strive to attend all board meetings, and to miss no more than one board meeting per year;
  - (b) attend district assemblies; and
  - (c) aspire to attend the district conference and international convention.
- Section 13.05 – The board may grant full members a leave of absence from attending meetings for a specified length of time, up to a maximum of twelve months.
- Section 13.06 – A full member granted leave of absence pays dues at the associate member level during the period of absence.

## **ARTICLE 14 – PROSCRIBED ACTIVITIES**

- Section 14.01 – Games of chance are not conducted during club meetings.

## **ARTICLE 15 – INTERPRETATION**

- Section 15.01 – If there is any inconsistency between these bylaws and the Standard Rotary Club Constitution or the RI Constitution and Bylaws, RI documents shall prevail.

## **ARTICLE 16 – AMENDMENT**

- Section 16.01 – These bylaws may be amended at any regular club meeting in accordance with this Article 16.
- Section 16.02 – Changing the club bylaws requires sending written notice to each member at least ten days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change.
- Section 16.03 – Changes to these bylaws must be consistent with the Standard Rotary Club Constitution and the RI Constitution and Bylaws.

