

BY-LAWS OF THE ROTARY CLUB OF VINELAND

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PREAMBLE

These are the By-Laws of the Rotary Club of Vineland.

ARTICLE 1. DEFINITIONS

BOARD means the Board of Directors of the Rotary Club of Vineland.

CHARITABLE FOUNDATION means the Vineland Rotary Charitable Foundation; a duly chartered 501©(3) Non-Profit Corporation.

CLUB means the Rotary Club of Vineland.

DISTRICT means Rotary District #7505, or any successor District as designated by Rotary International.

DIRECTOR means a member of the Board of Directors of the Rotary Club of Vineland.

MEMBER means a member (other than an Honorary Member) of the Rotary Club of Vineland.

R.I. means Rotary International.

YEAR means the Rotary Year, commencing July 1st and ending June 30th.

ARTICLE 2. BOARD

2.1 Composition.

The governing body of the Rotary Club of Vineland shall be the Board consisting of fourteen (14) members of the Club, namely, seven (7) Directors elected in accordance with Article 3 of these By-Laws, and the President, President-Elect, Vice President, Secretary, Club Treasurer, Charity Foundation Treasurer, and the Immediate Past President.

2.2 Board Meetings.

Regular meetings of the Board shall be held each month and scheduled by the President. 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.

2.3 Quorum.

A majority of the Directors shall constitute a quorum of the Board.

2.4 Voting.

All action of the Board shall be by a majority vote of those present. A roll call shall be taken and the yeas and nays on all votes shall be entered in the minutes of the meeting.

ARTICLE 3. ELECTION OF DIRECTORS AND OFFICERS

3.1 Nominations.

At a regular meeting one month prior to the meeting for election of officers and Directors, the presiding officer shall ask for nominations by members of the Club for President, President Elect, Vice-President, Secretary, Treasurer, Charity Foundation Treasurer and seven (7) Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the Club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the Club may determine.

3.2 Election.

The nominations duly made shall be announced to the membership for each office or position and shall be voted for at the meeting for election of officers and Directors. The candidates for President, President Elect, Vice-President, Secretary, Charity Foundation Treasurer and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The seven (7) candidates for Director receiving a majority of the votes shall be declared elected as Directors. The candidate for President Elect shall be the President- Nominee and serve as a Director for the year commencing on July 1st next following the election and shall assume office as President on the July 1st immediately following that year. The Vice-President shall take the title of President-Elect upon the election of a successor.

3.3 Initial Meeting.

The officers and directors, so elected, together with the Immediate Past President shall constitute the Board. On or after July 1st, the Board shall meet and elect members of the Club to function as Sergeant-At-Arms, and Chaplain.

3.4 Vacancy.

A vacancy in the Board or any office shall be filled by action of the remaining Directors.

ARTICLE 4. OFFICERS

4.1 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.

4.2. President Elect

It shall 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. It shall also be the duty of this office to be in charge of the weekly program.

4.3 Vice President.

It shall be the duty of the Vice-President to preside at meetings of the Club and the Board in the absence of the President and President Elect and to perform other duties as ordinarily pertain to the office of Vice-President. It shall also be the duty of the Vice-President to be in charge of charity fundraising.

4.4 Secretary.

It shall be the duty of the Secretary to keep membership records, record attendance at meetings, send out notices of the Club, Board and committee meetings, record and preserve the minutes of such meetings, report as required to RI, including the semiannual reports of membership on January 1st and July 1st of each year, and pro-rated reports on October 1st and April 1st each active member who has 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.

4.5 Club Treasurer.

It shall be the duty of the Treasurer to have custody of all Club funds, give an accounting to the Club annually and at any other time upon demand by the Board, and to perform other duties as it 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. It shall also be the responsibility of this office to file annual federal and state tax forms.

4.6 Charitable Foundation Treasurer.

It shall be the duty of the Charitable Foundation Treasurer to have custody of all funds belonging to the Club's Charitable Foundation, give an accounting to the Club annually for the Charitable Foundation and at any other time upon demand by the Board, and to perform other duties as pertains to the office of Charitable Foundation Treasurer. Upon retirement from office, the Charitable Foundation Treasurer shall turn over to the incoming Charitable Foundation Treasurer or to the President all funds, books of accounts, or any other Charitable Foundation property. It shall also be the responsibility of this office to file annual federal and state tax forms.

4.7. Immediate Past President.

It shall be the duty of the Immediate Past President to attend all Board meetings, participate in all voting and perform such other duties as requested by the President.

ARTICLE 5. NON-BOARD POSITIONS

5.1. Sergeant-At-Arms.

The duties of the Sergeant-At-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

5.2 Club Chaplain.

The duties of the Club Chaplain shall be to communicate with Club Members and/or their families in the event of a death, illness, or other life altering situation. The Chaplain will offer blessings at weekly meetings and provide support to Club Members as needed.

5.3 Happy Dollars Rotarian.

The duties of the Happy Dollars Rotarian or designees shall be to collect Happy Dollars during weekly meetings and to turn over monies collected at the end of the meeting to the Charitable Foundation Treasurer.

ARTICLE 6. MEETINGS

6.1. Annual Reorganizational Meeting of the Club.

The annual reorganization meeting of the Club shall be held on a regular meeting day of the Club prior to July 1st of each year.

6.2. Regular Meetings of the Club.

Regular meetings of the Club shall be held at a time and location to be determined by the Board. Notice of any changes in or canceling of the regular meeting shall be given to all Members. All Members, except an Honorary Member (or Member excused pursuant to Article VII, Sections 3 of the Rotary Club Constitution), in good standing in the 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 fifty (50%) percent of the time devoted to the regular meeting, either at the Club or at any other Rotary Club, or as otherwise provided in the Rotary Club Constitution, Article VII, Sections I and 2. Members must attend one (1) regular meeting, service project or fellowship event per quarter to be considered an active member in good standing.

6.3. Quorum of the Membership.

One-third of the membership shall constitute a quorum at all meetings of the Club.

6.4. Vote of Membership.

The business of the Club shall be transacted by voice vote. The Board may determine that a specific resolution be considered by ballot rather than by voice vote.

6.5. Resolutions By The Membership.

The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

6.6. Order of Business.

The order of business for the regular meetings of the Club shall, in general, be as follows and modified at the discretion of the presiding officer:

- Meeting called to order;
- Introduction of visitors;
- Correspondence, announcements, and Rotary information;
- Address or other program features, and
- Adjournment.

ARTICLE 7. FEES, DUES, AND MEALS

7.1. Admission Fee.

The admission fee shall be a one-time lifetime fee set by the Board and paid before an applicant can be inducted into the Club as a member. The fee will be waived for Rotarians transferring from another Club or for a prior Club member.

7.2. Dues.

The membership dues shall be set by the Board and paid semiannually with the July and January billings. A portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. All members, with the exception of the Secretary and Club Treasurer, shall pay their dues within 60 days of the date billed.

7.3. Meals.

All members, except for the Secretary, Club Treasurer, and Chaplain shall pay for meals as set by the meal policy of the Board. All members shall pay for their meals within 60 days of the date billed.

7.4. Delinquent payment of billings from the Club Treasurer.

Unpaid billings from the Club Treasurer more than 90 days from the date of the invoice are subject to immediate termination of membership unless payment arrangements have been directly communicated to the Club Treasurer. Termination does not absolve the member from any outstanding debt.

ARTICLE 8. AVENUES OF SERVICE AND COMMITTEES

8.1. Avenues of Service.

The Avenues of Service are the philosophical and practical framework for the work of RI, the District, and the Club. The five (5) Avenues of Service are:

- (1) Club Service;
- (2) Vocational Service;
- (3) Community Service;
- (4) International Service; and
- (5) Youth Service.

The Club will be active in each of the five (5) Avenues of Service.

8.2. Committees.

Club committees are charged with conducting the annual and long-range goals of the Club based on the five (5) Avenues of Service. The President, President-Elect, 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 (3) years to ensure consistency. The committee chair 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. The chair is a Board Director, and it is recommended that the chair have previous experience as a member of the committee;

8.3. Standing Committee.

Standing committees shall be appointed as follows:

- (II) Club Service - to conduct activities associated with the effective operation of the Club;
- (2) Community Service - to develop and implement educational, humanitarian and vocational projects that address the needs of its community;
- (3) International Service - to develop and implement educational, humanitarian, and vocational projects that address the needs of communities in other countries;
- (4) Youth Services - to develop, implement and involve youth and young adults in vocational, community, and international service projects, and to provide programs and resources to support them;
- (5) Membership - to develop and implement a comprehensive plan for the recruitment and retention of members;
- (6) Public Relations - to develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities;
- (7) Rotary Foundation – to develop and implement plans to support Rotary Foundation through both financial contributions and program participation.

8.4. Ad Hoc Committee.

Additional ad hoc committees may be appointed as needed by the Board from time to time to serve the needs of the Club.

8.5. 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 refer to appropriate RI materials. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon;

Committees will consider vocational service, community service and international service avenues when developing plans for the year;

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the July Board meeting 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;

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 act until a report has been made and approved by the Board.

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.

8.6. Policies.

A Committee may submit a proposed policy for adoption by the Board if it is deemed in the interest of the Club to do so. Any policy adopted by the Board shall have full effect and force and be binding upon the Club and the members. Any such policy shall be posted and maintained on the Vineland Rotary website.

ARTICLE 9. Leave of Absence

9.1. Application for 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 the meetings of the Club for a specified length of time. Such leave shall generally not exceed three (3) months in a Rotary year, unless it is due to illness of the Member or his or her immediate family member, and during which dues shall apply but not the meals expense.

9.2. Limitation of Leave.

Although such leave of absence does operate to prevent a forfeiture of membership, it does not operate to give the Club credit for the Member's 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 Article VII, Sections 3 of the Rotary Club Constitution is not computed in the attendance record of the Club.

ARTICLE 10. Finances

10.1. Budgets.

Prior to the beginning of each fiscal year, the Board shall approve a budget for the operation of the Club and a Charitable Foundation 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.

10.2. Segregation of Funds.

The Club Treasurer and the Charitable Foundation Treasurer shall deposit all funds in a financial institution chosen by the Board. Club funds and Charitable Foundation funds shall be maintained separately in all respects at all times.

10.3. Payment of Club Bills.

All Club bills shall be paid by the Club Treasurer or other authorized officer and submitted to the Board for approval. All checks shall be co-signed by the Secretary or Charity Foundation Treasurer.

10.4. Collection of Dues.

The collection of Members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.

10.5. Charitable Requests.

All charitable requests must be submitted to the Board in writing on or before April 15th in order to be considered by the Board for inclusion in the Charitable Foundation budget for the upcoming year. During the year and upon receipt of each request, the Charity Foundation Treasurer shall forward a letter to the requesting charity explaining when the budget is prepared and outlining the Club requirements which shall include a request that the charity present a program to the membership at a regular lunch meeting and that the donation be used to further the ideals of Rotary and such other requirements as shall, from time to time, be adopted by the Board. After the charitable Foundation budget is approved by the Board, the Charitable Foundation Treasurer will notify each charity of the decision by the Board.

10.6. Review.

A thorough review of all financial transactions and appropriate federal and state tax forms shall be made once each year by a qualified person as required by the Board.

10.7. Bonding.

Officers having charge or control of Club funds shall give bonds as required by the Board for the safe custody of the funds of the Club, the cost of bond(s) to be borne by the Club.

ARTICLE 11. METHOD OF ELECTING MEMBERS

11.1. Proposal of New Member.

The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board in writing, through the Secretary and the proposed member shall attend at least two meetings. A transferring or former member of another Club may be proposed to active membership by the former Club. The proposal shall be kept confidential except as otherwise provided in this procedure.

11.2. Qualification of Proposed New Member.

The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club Constitution.

11.3. Publication of Proposed New Member.

All prospective members shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and shall permit his or her name and proposed classification to be published to the Club. Thereafter the name of the proposed new member shall be published for two consecutive weeks on the Vineland Rotary website and newsletter.

11.4. Vote on Prospective Member.

If no written objection to the proposal is received by the Board from any member of the Club, other than an Honorary Member, within seven (7) days following the second publication of the information about the prospective member, the Board, at the next scheduled Board meeting, or sooner as determined by the President, shall vote on the acceptance of any proposed member. However, if any such written objection has been filed with the Board, it shall be managed by the process set forth in Appendix "A" to these By-

Laws. Following the Board's vote, the Secretary shall notify the prospective member, and their sponsor of the Board's decision and, if necessary, of the initial payment requirements.

11.5. Induction of Proposed New Member.

Upon receipt by the Treasurer of the prospective members' initial payment, the Club shall be notified of the name of the newest member and the Membership committee's designee shall arrange for the new member's induction. In addition, the President or Secretary will report the new member information to RI and the President, or his/her designee will assign a member to assist with the new member's assimilation in the Club and the assignment of the new member to a Club project, function, or Committee.

11.6. Honorary Member.

The Club may elect, in accordance with the standard Rotary Club Constitution, Honorary Members proposed by the Board.

11.7. Business Member.

The Club may elect, in accordance with the standard Rotary Club Constitution, Business Members proposed by the Board. The Board will establish dues and parameters for the membership. A Business membership shall be in the name of the business with a designated representative registered with Rotary International and our club with full membership. In addition, the Business member can designate up to two (2) additional individuals to attend meetings, volunteer and participate in club meetings, committees, and activities, and otherwise participate as a member exclusive of voting rights or holding club office.

11.8. Family Member.

The Club may elect, in accordance with the standard Rotary Club Constitution, a spouse, parent or child (age twenty-one years or older) of a Rotarian in Good Standing as a club member. The Board will establish discounted dues and parameters for the membership. Said membership shall be in the name of the family member with said member registered with Rotary International and our club with full membership.

11.9. Trial Membership.

The Club, in an effort to recruit new members, may offer a "Trial Membership." This is a short-term, 60-day, trial membership. Trial Members are not responsible for dues until committing to become a Rotarian. Trial Members would be responsible for any meals or events they attend during the 60-day trial. They may commit to becoming a Rotarian before the completion of the 60-day trial. Trial members would follow the new member process.

ARTICLE 12. MISCELLANOUS

12.1. Robert's Rules of Order.

The procedures followed by the Board and the Club shall be governed by Robert's Rules of Order.

12.2. Effect of Headings.

Headings have been used throughout these By-Laws as a matter of convenience. Such headings shall not be deemed interpretative of the contents of the Club's By-Laws.

12.3. Gender and number.

All words shall be read to include more than one gender or person as the context may require.

ARTICLE 13. AMENDMENT OF BY-LAWS

These By-Laws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3rds) vote of all members present, provided that notice of such proposed amendment shall have been posted on the Club's Website and an e-mail indicating same sent to each Member at least ten (10) days before such meeting. Notice shall also be made from the Podium by the presiding officer at the meeting immediately prior to such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the standard Rotary Club Constitution and with the Constitution and bylaws of RI.

APPENDIX A

Membership Application Process when an objection is raised by a Member.

OBJECTION

- President appoints an hoc Application Review Committee
- Committee consists of no less than 3 past presidents (not currently serving on the board)
- Committee limited to a maximum of 5 and contains no objecting Members.

COMMITTEE CHARGE

- Review the objection by the current member(s)
- Obtain and review the supporting (sponsor) position
- Review the position of any other supporters
- Conduct fact finding if warranted
- Prepare a confidential summary of actions for Board
- Determine if the Rotary 4-way test has been applied properly

Application Review Committee Report presented to Board. No participation by objector or supporter in discussion.

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