

BYLAWS OF THE ROTARY CLUB
OF
SALISBURY, CONNECTICUT
(Adopted October 24, 2023)

Article 1 Definitions

1. Board: The club's board of directors
2. Director: A member of the club's board of directors
3. Member: A member of the club, other than an honorary member
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions
5. RI: Rotary International
6. Year: The 12-month period that begins on 1 July

Article 2 Board

The governing body of this club is its board of directors (board), consisting of, at a minimum, the president, immediate past president, president-elect, president-nominee, secretary, treasurer, and up to three additional directors-at-large. Ideally there should be an odd number of members to avoid vote ties.

Article 3 Elections and Terms of Office

Section 1: One month prior to an election for officer and director positions nominations shall be made by either a nominating committee appointed by the club president or from the floor, and immediately disseminated to all club members by either electronic means or mail.

Section 2: The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3: If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.

Section 4: If any officer-elect or director-elect becomes unable to assume that position, the remaining members of the board-elect will appoint a replacement.

Section 5: The terms of office for each role are:

- President — one year
- President-elect — one year
- President-nominee – one year
- Immediate Past President – one year
- Treasurer — two years
- Secretary — two years
- Sergeant-at-arms (if elected) — one year
- Director — two years

Article 4 Duties of the Officers

Section 1: The president presides at meetings of the club and board and is the public spokesperson for the club.

Section 2: The immediate past president serves as a director on the club board.

Section 3: The president-elect serves as a director while preparing for a term as club president and presides at club and board meetings when the president is unable.

Section 4: The president-nominee serves as a director.

Section 5: The secretary keeps membership and attendance records, serves as liaison between the club and Rotary International on administrative matters, and serves as a director on the club board.

Section 6: The treasurer collects club dues, has custody of club funds, and remits necessary payments to Rotary International and any others to whom the club owes money—for example, for meals. The treasurer shall make regular reports to the club of the status of the funds held. The treasurer also serves as a director on the club board.

Section 7: The sergeant-at-arms maintains order in club meetings and may or may not be a club director

Section 8: Directors attend club and board meetings and make decisions as a member of the club's governing board.

Article 5 Meetings

Section 1: The annual meeting of this club shall be held the first meeting of December of each year, except for unforeseen circumstances, to elect new officers and directors to serve in the next Rotary year.

Section 2: The regular meetings of this club shall be at noon every Tuesday unless changed by club vote. Changes to that schedule may be made by the club board from time to time so long as club members are given adequate notice of both time and place by electronic means or through the U.S. postal service—that notice being at least 10 days. Cancellation of meetings shall also occur on days when Connecticut School District Region 1 cancels school because of inclement weather.

Section 3: Board meetings are to be held each month at a time and place to be determined. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

Article 6 Dues

Annual club dues are \$150.00 as determined by a vote of the club board. They are paid annually with payment due 30 days from the date of invoice. Annual club dues shall always consist of, at least, Rotary International per capita dues, District 7890 per capita dues, the cost per member of the *Rotarian* magazine, club fees, and any other Rotary or district per capita assessment.

Article 7 Method of Voting

Section 1: With the exception of election of officers and directors, the business of this club is conducted by voice vote or show of hands unless a member calls for a vote by written ballot. Although discussion of issues to be voted on may occur through the means of email, votes must take place during a regular meeting of the club.

Club officers and directors shall be elected by written ballot and members must be present at the annual meeting to cast a vote. The ballots will be certified by a Board Member and Secretary. The results of the voting shall be announced to the membership as soon as feasibly possible, ideally before the conclusion of the Annual Meeting.

Article 8 Committees

Section 1: The club shall have at least the following committees as described in article 13, section 7 of the club Constitution:

- a) *Administration (Consisting of its board of directors)*
- b) *Membership*
- c) *Public Image*
- d) *Rotary Foundation*
- e) *Service Projects*

In addition, the club shall also have the following committee(s):

- a) *Program*

Section 2: The president, with the concurrence of the board, may establish other committees as deemed appropriate and is an *ex officio* member of all committees and subcommittees, with all privileges of that membership.

Article 9 Responsibilities of the Committees

Section 1: Each committee chair is responsible for the regular meetings and activities of the committee in question, supervises and coordinates its work, and reports to the board on all committee activities.

Section 2: The *administration committee* (comprised of the club's board) shall advise and support the club president in the administration of his or her duties. It shall also be responsible for making decisions regarding the disbursement of grants, scholarships, and gifts of a charitable nature, subject to approval by the club's foundation.

Section 3: The *membership committee* shall seek new members, consider membership applications, assemble information about an applicant, and recommend to the club's board whether an application should be approved. It shall further encourage attendance at club meetings and determine whether a club member needs physical assistance by others in the club because of a temporary disability.

Section 4: The *public image committee* shall be responsible for ensuring the club's "message" is present on social media, print media, the club website and other means of communication.

Section 5: The *Rotary Foundation committee* shall encourage club members to give generously to the Rotary International Foundation, to support district grants, and to originate such grants at our own club.

Section 6: The *service projects committee* shall communicate with the local communities to determine which community projects the club may want to become involved in and responsibility regarding fund development (fund raising). It shall determine where gifts should be distributed locally, nationally and internationally, subject to approval by the club's board and the club's foundation.

Section 7: The *program committee* shall be responsible for obtaining and scheduling speakers for club programs.

Article 10 Finances

Section 1: Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2: The treasurer deposits all funds received into one of two accounts: one for club operations and the other to be administered by the club foundation for use for charitable purposes.

Section 3: Bills shall be paid by the treasurer with the approval of the board, and the foundation if for a charitable purpose. The treasurer, president, and president-elect have the authority to spend up to \$500 without board approval so long as 2 of 3 of these officers agree, and provided the expense is not for a charitable purpose.

Section 4: A qualified person shall conduct a thorough financial review of all of the club's financial transactions.

Section 5: Club members will receive an annual financial statement of the club.

Section 6: The fiscal year is from July 1 to June 30 of each year.

Article 11 Method of electing members

Section 1: The membership committee proposes a candidate for election to membership of a new or former member, or transfer from another club, to the club's board.

Section 2: The board shall consider the application for membership; if it needs further information, it must notify the membership committee of that need within 10 days.

Section 3: If the board approves the candidate's membership, the application shall be conveyed to the entire club's membership. If there is no objection within 10 days, the prospective member is invited to join the club. If there are objection(s), the board shall invite the objecting member(s) to convey the objection(s) at a meeting of the board, and then the board shall make a final decision on the application. If the application is approved, the prospective member is invited to

join the club. If the objection is sustained, the membership committee shall be notified within 10 days.

Article 12 Honorary Membership

The club’s board may, in its discretion, establish a category of honorary membership from among its senior members, their attendance being entirely optional, and their dues being paid by the club with restrictions as noted in Article 8 Section 6 of the club Constitution. Honorary members may not serve as officers or directors but may serve on committees.

Article 13 Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice by either electronic means or mail to each member at least 10 days before the meeting, a quorum being present, and having two-thirds of the votes of those present support the amendment. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the Rotary International Constitution and Bylaws, and the Rotary Code of Policies.