

BYLAWS OF THE ROTARY CLUB OF BUFFALO

Article 1. Definitions

1. Board: The Board of Directors of this club.
2. Officers: Member elected to the role of president, president-elect, secretary, treasurer, past president and president-elect nominee.
3. Chairperson: The lead member of one of the six service committees.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

Article 2. Board

The governing body of this club shall be the Board consisting of eight (8) members of this club, namely, the president, president-elect, secretary, treasurer, past president and the president-elect nominee and three (3) chairpersons elected in accordance with Article 3, Section 1 of these bylaws.

Article 3. Election of Officers and Chairpersons

Section 1- At a regular meeting one month prior to the meeting for election of officers and chairpersons, the presiding officer shall ask for nominations by members of the club for president, president-elect, secretary, treasurer, and three (3) chairpersons. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three (3) candidates for chairpersons receiving a majority of the votes shall be declared elected as chairpersons. The candidate for president elected in such balloting shall be the president-elect and serve as a director for the year commencing on the first day of July next following the election and shall assume office as president on 1 July immediately following that year. The president-elect shall take the title of president-elect on 1 July in the year prior to taking office as president.

Section 2 - A vacancy in the position of any officer, officer-elect or chairperson shall be filled by action of the remaining Board members.

Section 3- Each Chairperson shall be elected for a term of three (3) years. The terms of office shall be staggered so that one (1) is elected each year. The first Board shall be composed of

one (1) chairperson elected for one (1) year; one (1) elected for two (2) years; and one (1) elected for three (3) years.

Article 4. Duties of Officers and Chairpersons

Section 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 pertaining to the office of president.

Section 2 - President-elect/Club Admin. 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 be the role of the President-Elect chairperson to provide monthly oversight of the week-to-week operations and engagements of the Rotary Club. Primary organizer of the speakers and weekly schedule.

Section 3 – Past President/Foundation/Projects. It shall be the duty of the past president to serve as chairperson of the Rotary Foundation and assist the Membership Chairperson with new member recruitment and acclimation to serving and giving, for a term of one (1) year. Providing monthly oversight to be sure Rotarians are engaged in service.

Section 4 - Secretary. It shall be the duty of the secretary to keep membership records, record attendance at meetings; send out notices of 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 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have 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.

Section 5 - Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the Board, and to perform other duties as 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.

Section 6 – Networking/Membership Chair. It shall be the role of this chairperson to provide monthly oversight of club marketing and Rotary presence within and outside the Buffalo Club. Chairperson shall provide monthly oversight on recruiting, engaging new and current Rotarians in the focus areas involving new and existing members. Chairperson shall present membership packets to newly inducted members, provide an update on application status of nominees to the club, and coordinate with the secretary to complete the onboarding process.

Section 7 – Youth Service Chair. It shall be the role of the Youth Service chairperson to provide monthly oversight of youth-based activities, projects and initiatives. The Youth Service Chair will hold regular meetings and activities of the committee, supervise and coordinate the work of the committee and report to the Board on all committee activities.

Section 8 – Community Projects Chair. C hairperson shall oversee and report to delegated heads of projects to include but not limited to the following: Toys for Tots, fund raising, Adopt a Family, Beds for Kids, etc. Subcommittees shall engage with chairperson to provide SOP and coordinate all that is needed to keep each project successful.

Article 5. Meetings

Section 1 - Annual Meeting. An annual meeting of this organization shall be held on the first Wednesday in December in each year, at which time the election of officers and chairpersons to serve for the ensuing year shall take place.

Section 2 - One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 3 - Regular meetings of the Board shall be held on the last Tuesday of each month or on a date determined by the Board. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) Board members, due notice having been given. These special meetings may take place in person or can be held via conferencing, including video, email or phone.

Section 4 - A majority of the Board shall constitute a quorum of the Board at regular and special meetings of the Board.

Article 6. Method of Voting

The business of this club shall be transacted by oral vote except the election of officers and chairpersons, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by oral vote.

Article 7. Avenues of Service

Rotary's Five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club.

Section 1 – Club Service. The first Avenue of Service involves action a member should take within this club to help it function successfully.

Section 2 - Vocational Service. The second Avenue of Service has the purpose of promoting high ethical standards in business and professions, recognizing the worthiness of all dignified occupations and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to club-developed projects in order to address the issues and needs of society.

Section 3 – Community Service. The third Avenue of Service comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality.

Section 4 – International Service. The fourth Avenue of Service comprises those activities that members do to advance international understanding, goodwill and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.

Section 5 – Youth Service. The fifth Avenue of Service recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects and exchange programs that enrich and foster world peace and cultural understanding.

Article 8. Committees

Club committees are charged with carrying out the annual and long-range goals of the club. The president-elect, president, president-elect nominee and immediate past president should work together to ensure continuity of leadership and succession planning.

Section 1 – Committees. To carry out the annual and long-range goals of the Buffalo Rotary club, the established committees are Membership, Networking, Club Administration, Youth Service, Community Projects and International Projects.

Section 2 - The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 3 - 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 take action until a report has been made and approved by the Board.

Section 4 - Each chairperson 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.

Article 9. Leaves 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 for a specified length of time.

Article 10. Finances

Section 1 - Prior to the beginning of each fiscal year, the Board shall prepare a 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/ service operations.

Section 2 - The treasurer shall deposit all club funds in a bank, named by the Board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 -All bills shall be paid by the treasurer or other authorized officer only as directed by the Board.

Section 4 - A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 - The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 11. Membership

Section 1 – Kinds. This club shall have three kinds of membership, namely: active, honorary and corporate. Also recognized are two active membership status levels, namely: Senior Active and Golden Senior Active.

Section 2 - Active Members

(a) The name of a prospective member, proposed by an active member of the club, shall be submitted to the Board in writing, through the club secretary. 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.

(b) The Board shall ensure that the proposal meets all the membership requirements of the standard Rotary club constitution.

(c) The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision.

(d) If the decision of the Board is favorable, the prospective member 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 to permit his or her name and proposed classification to be published to the club. Members of the club will be informed of the new member application by notification at the next club meeting following the board meeting.

(e) If no written objection to the proposal, stating reasons, is received by the Board from any member of the club within seven (7) days following publication of information about the prospective member, that person, as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member shall be considered to be elected to membership.

(f) Following the election, the membership chairperson shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the secretary will report the new member information to RI and the membership chairperson will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club committee.

Section 3 - Honorary Members

(a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be determined by the board.

(b) Rights and Privileges. Honorary members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

(c) Election. The nomination of an honorary member will be proposed to the Board, in writing. The Board will vote on the honorary membership at the next scheduled Board meeting and, if approved, will notify the individual of their approval and will announce the membership to the club at the next regularly scheduled meeting. Honorary membership will be re-affirmed annually at the November Board meeting.

Section 4 – Corporate Membership and Discount

See Buffalo Rotary Club Corporate Membership Discount Addendum

Section 5 - Senior Active Status

(a) The active member will meet the "85" rule, i.e. the sum of the Member's age and years of membership in Rotary be at least 85. The period of membership need not be continuous.

(b) The active member will submit their intention to the Board, once the requirement has been met, to upgrade their status to Senior Active Status. The Board will vote at the next scheduled Board meeting and, if approved, will notify the individual of their approval and will announce the status change to the club at the next regularly scheduled meeting. Senior Active status terminates with a resignation from active membership, but will then be nominated for honorary membership, if desired.

(c) Rights and Privileges. The Senior Active member is not automatically charged for meals as active club members, but pays for meals only at meetings attended.

Section 5 - Golden Senior Active Status

(a) The active member will meet the requirement of having been a Rotarian for more than 50 years. The period of membership need not be continuous.

(b) The active member will submit their intention to the Board in writing, once the requirements have been met, to upgrade their status to Golden Senior Active Status. The Board will vote at the next scheduled Board meeting and, if approved, will notify the individual of their approval and will announce the status change to the club at the next regularly scheduled meeting. Golden Senior Active status terminates with a resignation from active membership, but will then be nominated for honorary membership, if desired.

(c) Rights and Privileges. The Golden Senior Active member no longer has to pay for dues or meals, and those costs will be covered by the club.

Article 12. Resolutions

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.

Article 13. Amendments

These bylaws 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 mailed to each member at least ten (10) days before 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 Rotary International.

These bylaws and amendments will be shared digitally with each officer of the club and made available to the club members on the website. The secretary will keep the official, updated digital copies of the Buffalo Rotary Club bylaws and amendments.

These bylaws were duly adopted as the Bylaws of the Rotary Club of Buffalo, June 2022.

Buffalo Rotary Club Corporate Membership Discount

Purpose

The Corporate Membership Discount will allow a corporation, governmental entity or a company, hereafter referred to as the “corporation”, in the club’s area to become a member of the Buffalo Rotary Club, through the currently established membership approval process.

Each corporation will name a lead member, for billing purposes, and other representatives will be extended a discount on the cost of membership. The lead member and corporation representatives will all be fully recognized Rotarians, with the ability to vote on Club matters, serve as Club officers and attend Rotary events, including assemblies and conferences.

The intent of the corporate membership category is to increase the Club’s ability to attract and retain a qualified and diverse professional base within the community. It allows for flexibility and recognizes the tremendous mobility that is the norm within the current corporate environment.

Benefits of a Corporate Membership Discount

Increase in:

- Club membership, recruitment and retention
- Support of The Rotary Foundation (program participation and fundraising)
- Successful service projects (community and international)

Improvement in:

- Leadership and engagement opportunities for members
- Participation in club activities
- Overall diversity within the club’s membership

Program Process

1. **Approval.** A corporation can become an eligible corporate member of the Buffalo Rotary Club through the existing member approval process and be extended the corporate member discount.
2. **Designees.** Once a corporation becomes an eligible corporate member through the established approval process, it must appoint one lead member, and may appoint additional representatives to be its designees. All members and designees must be approved by the board, just like any other member of the club.
3. **Changing designees.** If there is a need to change the lead member or designees, the Rotary Club Board must approve any new designee member.
4. **Inductions.** All corporate lead member and designees will be formally inducted into the Club as a new member, the same as any other new Rotary member.
5. **RI registration.** The lead member and designees will all be listed as official members of the Buffalo Rotary Club. The designee status is only an internal tracking process for calculating the corporate discount.

- 6. Holding Office.** The lead member and designee's may hold any office in Rotary, including the Club and District levels.
- 7. Financial obligations.** The financial obligations of an eligible corporation will be as follows:
 - RI dues and district dues: RI and district dues are the responsibility of the corporation, and will be billed to the identified lead member semiannually for each member of the corporation, including the cost of the Rotarian magazine.
 - Buffalo Club dues: Club dues are the responsibility of the corporation and will be billed to the identified lead member quarterly for each member of the corporation. The corporate member discount will allow the corporation to pay only half the Buffalo Rotary Club dues.
 - Meal costs: Meals for the lead member are billed quarterly, with thirteen (13) weeks used for calculation purposes. The corporate member discount, beyond the meals for the lead member, allows for the corporation to be billed for meals over thirteen (13) for the designee's.
 - Contribution to The Rotary Foundation by each member of the corporation is highly encouraged.
- 8. Conversion.** If the lead member or designee of the corporation is no longer an employee of that corporation, they have the option to convert to an individual membership in the Buffalo Rotary Club. The individual will be responsible for all RI dues, District dues, Club dues and meal/beverage costs, as they become due, and will be billed for those expenses at the active member rate.
- 9. Public liability coverage.** All corporate Rotary members will be included under the Buffalo Rotary club liability insurance while participating in any approved club activities or projects, if applicable.
- 10. Termination.** The process of terminating the membership of a lead member or designee will be determined by the Buffalo Rotary Club existing bylaws.

Jason Chalupnik
Buffalo Rotary Club Secretary

June 17, 2019