

Bylaws of the Rotary Club of Skaneateles, NY (4859)

Adopted September 14, 2017

Article 1 - Definitions (*Case Insensitive*)

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: An active member of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.
6. Standing Committee: A permanent club committee.

Article 2 - Board of Directors

Section 1 - The governing body of this club shall be the board of directors consisting of a maximum of fifteen (15) members, namely eight (8) directors; and the offices of the president, president-elect (or president nominee, if no successor has been elected), vice-president, secretary, executive secretary and treasurer elected as aforesaid, and the immediate past president.

Section 2 - Any individual may hold two or more offices coincidentally. However the election or appointment to an office of a director having a remaining year of his/her directorship shall create a directorship vacancy at the time the office becomes effective, and the directorship vacancy shall be filled in accordance with Article 3, Section 3.

Section 3 - No more than two Officers or Directors may serve on this club's Board of Directors as well as on the Skaneateles Rotary Foundation (SRF) Board of Trustees during the same Rotary year. No member of the SRF Board of Trustees shall serve as an officer of this club during the same Rotary year.

Article 3 - Election of Directors and Officers

Section 1 - At a regular meeting four weeks prior to the meeting for election of officers, the presiding officer shall ask for a report of the nominations committee for president, vice president, recording secretary, corresponding secretary, treasurer and four (4) two (2)- year term members of the Board of Directors. The nominating committee of at least three (3) club members shall have been appointed by the president and announced to the membership at least two (2) weeks prior to the committee's report. The nominations duly made shall be placed on a ballot in alphabetical order under each office and Directorship and shall be voted on at the annual meeting. The

candidate receiving a majority of the votes shall be declared elected to their respective offices and directorships. The president elected in such balloting shall be the president-nominee and shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect. Terms of all other offices and directors shall commence July 1 and terminate June 30.

Section 2 - The officers and directors so elected, together with the immediate past president, shall constitute the board of directors on July 1 of the upcoming Rotary year. That board shall select a board member to act as sergeant-at-arms.

Section 3 - A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 4 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

Article 4 - Duties of Officers

Section 1 - President. It shall be the duty of the president to preside at meetings of the club and the board and to perform such other duties as ordinarily pertain to the office of president.

Section 2 - President-elect. It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board.

Section 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 to perform such other duties as ordinarily pertain to the office of vice president.

Section 4 - Executive Secretary. It shall be the duty of the recording secretary to keep the records of membership, to report changes in membership which shall be made to the General Secretary of Rotary International, make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year. In cooperation with the Rotary Foundation Chair, shall coordinate, gather, process and track club members contributions to The Rotary

Foundation, and keep the Rotary Foundation Chair informed of the progress.

Section 5 - Secretary. It shall be the duty of the secretary to send out notices of the board and committee meetings, record and preserve the attendance at and minutes. Shall record the weekly meeting attendance and make-ups. Pick up the mail from the club's Post Office box and distribute to the appropriate club officers and committee chair.

Section 6 - 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 such 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 in his or her possession.

Section 7 - 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.

Article 5 - Meetings

Section 1 - Annual Meeting: An annual meeting of this club shall be held on any regular meeting date from November 15th to December 31st of each year, at which time the election of officers and directors to serve for the ensuing year(s) shall take place.

Section 2 - The regular weekly meetings of this club shall be held on Thursday at 6:30 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3 - One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 - Regular meetings of the board shall be held monthly, on a schedule established 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.

Section 5 - A majority of the directors shall constitute a quorum of the board.

Article 6 - Fees and Dues

Section 1 - The admission fee, determined by the Board of Directors, must be paid before the applicant is admitted to membership.

Section 2 - The annual membership dues shall be determined by the board, payable semiannually on the

first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. The board shall notify the membership a one month prior to any change in membership dues.

Article 7 - Method of Voting

The business of this club shall be transacted by viva voce vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)

Article 8 - Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article 9 - Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president-elect, president, 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 years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies and appointing committee chairs, who will serve during his or her term of office, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committee chairs are to be appointed by the president or president-elect to serve during the same year as served by the president. Standing committees shall be appointed as follows:

Membership - This committee should develop and implement a comprehensive plan for the recruitment and retention of members, consistent with the Club's Long Range Plan.

Club Public Relations - This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service and Fundraising projects and activities.

Club Administration - This committee should conduct activities associated with the effective operation of the club.

Service Projects - This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries, consistent with the Club's Long Range Plan.

Fundraising Projects - This committee should develop and implement fundraising projects, which serve the needs identified by the Service Projects Committee's plans and the Club's Long Range Plan.

Leadership Committee - This committee should develop and lead implementation of a Long Range Plan addressing the Club's service and fundraising projects, membership and leadership development needs.

The Rotary Foundation - This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) 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.
- (c) 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.

Article 10 - 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 reference appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year 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 his or her year of office.

Article 11 - 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.

(Note: 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 15, section 2 of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 12 - 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, having been agreed to by the board, 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 check, which have been signed by the treasurer or in his/her absence by another officer authorized by the board. The treasurer may, at his or her discretion, require the approval for such payments by another club member(s) having knowledge of the transaction.

Section 4 - A thorough review of all financial transactions by a certified public accountant or other qualified person shall be made once each year within three months of the close of each year's financial accounts.

Section 5 - Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 - 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.

(Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretariat.)

Article 13 - Method of Electing Members

Section 1 – Active Members

- 1) The name of a prospective member, proposed by an active member of the club or by the membership committee, shall be submitted to the board in writing, through the club corresponding 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.
- 2) The board shall ensure that the proposal meets all the classification and membership requirements of the Standard Rotary Club Constitution.
- 3) The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club corresponding secretary, of its decision.
- 4) If the decision of the board is favorable, the proposer, together with one or more members of the membership 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 shall be requested to sign the membership proposal form to give permission for his or her name and proposed classification to be published to the club.
- 5) 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, upon payment of the admission fee, as prescribed in article 6, section 1 of 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, upon payment of the admission fee, shall be considered to be elected to membership.
- 6) Following the member's election, the president shall arrange for the proper induction of the member into the club. The recording secretary will report the new member information to RI and the district and issue the new member Rotary literature and membership card. The president will (a) assign a member to assist with the new member's assimilation to the club (b) assign the new member to a club project or function and (c) formally introduce the new member at the next regular meeting of the club.

Section 2 – Honorary Members

The name of a proposed candidate for honorary

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 step as set forth in Section 1 through 6 of this Article and proceed to ballot on the proposed member. If approved by the members of the board in attendance at the regular or special meeting, the proposed honorary member shall be considered duly elected. Such election must be in accordance with Article 6 Section 6 of the Standard Rotary Club Constitution.

Article 14 - 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 15 - Order of Business

- Meeting called to order.
- Introduction of visitors.
- Correspondence, announcements, and Rotary information.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

Article 16 - 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 bylaws can be made which is not in harmony with the Standard Rotary Club Constitution and with the constitution and bylaws of RI.