

Glens Falls Rotary Club By-Laws

Rotary Club of Glens Falls, New York, Inc.

By-Laws as of September 1, 2006 (amended as of 7/10/08; amended November 23, 2010; amended 10/28/2014)

Article 1 - Board of Directors

Section.1: The governing board of this club shall be the board of directors consisting of twelve (12) members. The voting members shall consist of the president, vice-president-program chair, president-elect, five (5) directors, immediate past president, secretary and treasurer, along with one (1) non-voting representative from the past presidents committee.

Section 2: A majority of the total board shall constitute a quorum.

Section 3: The board of directors shall be responsible for establishing the policies of the Rotary Club of Glens Falls.

Article 2 - Duties of Officers

Section 1: President- It shall be the duty of the president to preside at meetings of the club and the board of directors and to perform such other duties that ordinarily pertain to this office. The president shall also be a director and trustee of the Glens Falls Rotary Club Foundation, Inc., and will perform such duties as outlined by the Foundation. A candidate for the office of president shall have served as a member in good standing of this club for at least one year prior to being nominated for such office.

Section 2: Vice-President/Program Chair- It will be the responsibility of the vice-president/program chair to arrange and prepare programs for the regular and special meetings of the club. The vice-president/program chair shall also be a director and trustee of the Glens Falls Rotary Club Foundation, Inc., and will perform such duties as outlined by the Foundation and to perform such other duties that ordinarily pertain to this office.

Section 3: President-Elect- It shall be the duties of the president-elect to preside at meetings of the club and the board of directors in the absence of the president. The president-elect shall assume the duties of the president at the end of the current presidential term. The president-elect shall also serve as president if a vacancy should occur in the position of president. It will be the responsibility of the president-elect to perform any duties necessary to promote the quick and smooth transition from president-elect to president. The president-elect shall also be a director and trustee of the Glens Falls Rotary Club Foundation, Inc., and will perform such duties as outlined by the Foundation. The president-elect must have served as vice-president-program chair. Section 4: Directors- There shall be five (5) directors who shall be individually named and be responsible for the following areas: Membership, The Rotary International Foundation, Public Relations, Club Administration and Club

Service Projects as appointed by the club president. Each director shall oversee and be responsible for any committees or subcommittees that may be assigned to their area. It will be the duty of the directors to be in communication with each committee assigned and make monthly reports to the board of directors. The Directors areas of responsibilities are as follows:

(a) The Director for Membership is responsible for overseeing the activities of the membership committee(s) as they develop and implement a comprehensive plan for the recruitment and retention of members.

(b) The Director for Club Public Relations is responsible to oversee any activities related to the development and implementation of plans to provide the public with information about Rotary and to promote the club's service projects and activities.

(c) The Director for Club Administration is responsible to oversee any activities related to or associated with the effective and smooth operation of the club.

(d) The Director of Club Service Projects is responsible to oversee any activities relating to the development and implementation of educational, humanitarian and vocational projects that address the needs of the community or the communities in other countries.

(e) The Director of the Rotary International Foundation is responsible to oversee any activities related to the development and implementation of plans to support the Rotary International Foundation through both financial contributions and program participation

Section 5: Secretary- It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board, and committees, record and preserve the minutes of such meetings. The secretary will also make the required reports to Rotary International, including semi-annual reports of membership, which shall be made to the General Secretary on January 1st and July 1st of each year. The report of changes in membership shall be made to the General Secretary on the first of each month. The monthly report of attendance at the club meetings shall be made to the District Governor immediately following the last meeting of the month. The secretary will also perform such duties as usually pertain to this office. The secretary shall also be a director and trustee of the Glens Falls Rotary Club Foundation Inc., and will perform such duties as outlined by the Foundation. The secretary shall make available to any member upon request, or by appropriate electronic means, the approved minutes of the board of director's monthly or special meetings.

Section 6: Treasurer- It shall be the duty of the treasurer to have custody of all funds, including those of the Glens Falls Rotary Club Foundation Inc., accounting for same to the club and the Foundation at least twice a year, once in January and once in July and at any other times upon demand by the board of directors and to perform such other duties as pertain to this office. Upon retirement from office, they shall turn over to their successor or to the president, all funds, books of accounts or any other club property in their possession.

Section 7: Immediate Past President- The immediate past president shall perform such duties deemed necessary by the board of directors. These duties should be mostly advisory in nature. However, the immediate past president shall be the chair of the nominating committee.

Section 8: Assistant Secretary and Assistant Treasurer- The board of directors may appoint an assistant secretary or an assistant treasurer as a non-voting member of the board, to aid the secretary and treasurer in the performance of their duties.

Article 3 - Election of Officers and Directors

Section 1: Nominations- At the last regular meeting in October the presiding officer shall ask for nominations in writing from the members of the club for vice-president/program chair, president-elect, treasurer, secretary and five (5) directors.

All candidates nominated the club will be referred to the nominating committee for interviewing. For any positions that no nominations from the membership of the club are received, the nominating committee shall be empowered to seek out and interview any qualified potential candidates for these open positions.

The nominating committee shall make its recommendations for the various positions to the board of directors no later than November 15th. Any candidate whose nomination was submitted in writing and who was interviewed by the nominating committee, but not recommended to fill a proposed position, can before the first meetings in December notify the board of directors, in writing of their desire to challenge the choices.

At the first meeting in December the list of candidates as nominated by the nominating committee and any challenges shall be placed on the ballot under each office. The voting for the slate shall be at the annual meeting which shall be the second Thursday in December with a simple majority of votes of the members present needed to elect the candidates to the office nominated.

Section 2: Term of Office- All terms of office shall be one (1) year starting July 1st and ending June 30th, except as follows:

Directors- No director shall serve more than four (4) consecutive 1 year terms

President-Elect- No person shall serve more than one (1) year as president-elect.

The president -elect will become the president at the end of the term.

Vice-President/Program Chair- No Vice-president/program chair shall serve more than one (1) year.

Secretary- There shall be no limit to the number of terms the secretary can serve.

Treasurer- There shall be no limit to the number of terms the treasurer can serve.

Immediate Past President- No election for this position is needed as the term shall be limited to one (1) term.

Past Presidents Committee Representative –No Past President’s representative shall serve more than three (3) one year terms.

Section 3: Vacancies of Officers or Directors- With the exception of the office of president, the board of directors is empowered to nominate and fill any permanent vacancies created on the board of directors for the unexpired terms of the position.

Section 4- The Board of Directors shall nominate and elect three (3) active, non-board members to serve as trustees on the Board of Directors of the Glens Falls Rotary Foundation.

Article 4 - Meetings

Section 1: A regular weekly meeting of this club shall be held each Thursday at a time and place as may be selected by the board of directors. The annual meeting shall be held on the second Thursday of December.

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

Section 3: A regular meeting of the board of directors shall be held each month. Special meetings of the board of directors shall be called by the president whenever deemed necessary, or upon the request of two members of the board, with appropriate notice having been given.

Section 4: Absences of Directors- Any director who misses more than three (3) regularly scheduled monthly board meetings without good cause, may be removed and replaced at the board's discretion by a majority vote of the full board.

Article 5- Fees and Dues

Section 1: All fees and dues shall be established, assessed and monitored by the board of directors as prescribed by and in conjunction with the guidelines outlined by Rotary International.

Section 2: An initiation fee shall be paid before any proposed member can qualify as a member.

Section: 3: The membership dues shall be payable Annually or semi-annually on the first day of July and of January.

Section 4: The board of directors shall be provided with a list of those members of the club who are delinquent dues payers 45 days after July 1 and January 1, with termination of membership after 60 days of non-payment from those dates without just cause for non-payment. The board of directors may extend the time for payment under conditions determined by the board, but no longer than five (5) months from the last billing date. If no payment is received within five (5) months of the last billing date, automatic termination of the delinquent member shall occur. The board may reinstate the former

member to membership upon the former member's petition and payment of all indebtedness to the club.

Article 6 -Method of Voting

Section 1: The business of this organization shall be transacted by voice vote except election of directors and officers which may be by ballot. However the president or at least five (5) members present may request other accepted methods of voting as outlined in Robert's Rules of Order.

Article 7 - Committees

Section 1: The president-elect shall submit to the board of directors, for general approval, all committees and committee chairpersons prior to July 1st of the year the president-elect becomes president. The president-elect shall also assign those committees recommended to each of the five (5) directors in keeping with the directors' areas of responsibility as indicated by the Club Leadership Plan, Membership, The Rotary International Foundation, Public Relations, Club Administration and Club Service Projects.

Section 2: The Five (5) Avenues of Service, Club Service, Vocational Service, Community Service, International Service and New Generations/Youth Service are the philosophical framework of this Rotary Club. The club will still be active in each of the Five (5) Avenues; however, the actual functioning of the club will be based on the adopted Club Leadership Plan.

Section 3: The duties of all the committees shall be established and reviewed by the president for their 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 the presentation to the board and club in advance of the commencement of the year as noted above.

Article 8 -Standing Committees

Section 1: Membership Committee- This committee shall be charged with developing and implementing a comprehensive plan for the recruitment and retention of members and shall report their progress to the board of directors. The membership committee shall consist of a minimum of five (5) members. The chairperson shall be responsible for the proper and adequate staffing and functioning of this committee. When possible, this committee should work with and use the resources of the District Membership Committee.

Section 2: Club Public Relations- This committee is charged with developing and implementing plans to provide the public with information about Rotary and to promote the club's service projects and activities and shall report its progress to the board of directors. When possible, this committee should work with and use the resources of the District Public Relations Committee.

Section 3: Club Administration- This committee is charged with conducting activities associated with the effective operation of the club and shall report its progress to the board of directors.

Section 4: Club Service Projects- This committee is charged with developing and implementing educational, humanitarian and vocational projects that address the needs of the local community and communities in other countries and shall report its progress to the board of directors. When possible, this committee should work with and use the resources available in other clubs and at the district.

Section 5: The Rotary International Foundation- This committee is charged with developing and implementing plans to support the Rotary International Foundation through both financial contributions and program participation and shall report its progress to the board of directors. When possible, this committee should work with and use the resources of the District and Zone Foundation Committees.

Section (6): Nominating Committee- This committee shall consist of the immediate past-president, incumbent president, current president-elect and two (2) non-elected members of the club appointed by the incumbent president each year. It will be the duty of this committee to make recommendations to the board of directors and the general membership, of nominees for all elected board and officer positions. The list of proposed candidates must be submitted to the board of directors by November 30th.

Section 7: Committee and Sub-Committee Membership- All recommended committees and sub-committees must consist of at least three (3) members exclusive of the chairperson and the president who shall be an ex-officio member of all committees.

Section 8: Committee Responsibilities- Each committee and sub-committees shall transact such business as is delegated to it in the by-laws and such additional business as may be referred to it by the president or the board of directors. Except where special authority is given by the board of directors, such committees will not take final action until a report has been made to the board and approved by them.

Section 9: There shall be a past president's committee comprised of all the currently active past presidents of the club. It shall be the exclusive duty of this committee to meet once a year, at a designated location for the expressed purpose of nominating and electing a non-voting past president's representative to the Board of Directors. The name of the representative shall be furnished to the nominating committee prior to November 30 for inclusion at the Annual meeting held during the second meeting in December.

Addendum A to the by-laws lists possible sub-committees to the various standing committees.

Article 9 -Leave of Absence

Section 1: Upon written application to the board of directors, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meeting of the club for a specific length of time.

Section 2: While a leave of absence prevents a forfeiture of membership due to attendance, it does not eliminate the need for prompt and timely payment of dues by the excused.

Section 3: Excused Absences- A member's absence shall be excused if the aggregate of the member's years of age and years of membership in Rotary total 85 years or more. The qualifying member must notify the club secretary in writing asking the board of director's approval of their desire to be excused from regular attendance.

Article 10 -Finances

Section 1: The treasurer shall deposit all funds of the club in some bank to be named by the board of directors.

Section 2: All bills or budgeted items as approved by the board of directors shall be paid only by check signed by the treasurer or any authorized officer. Agreed upon procedures of club's financial transactions, approved by the Audit Committee of the Board of Director's are to be performed by a certified public accountant or other qualified person or persons once a year.

Section 3: Officers having charge or control of funds shall be bonded as may be required by the board of directors for the safe custody of the funds of the club. Cost of the bonding shall be borne by the club.

Section 4: The fiscal year of this club shall extend from July 1st to June 30th and for the collection of members' dues shall be divided into two semi-annual periods extending from July 1st and from January 1st. The payment of per capita dues and magazine subscriptions to the International Association shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 5: At the beginning of each fiscal year the board of directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year which, having been agreed to by the board of directors, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Section 6: Once the budget is approved by the board of directors, a copy of the budget is to be presented to the general membership of the club for their review, or by other appropriate electronic means.

Article 11 - Method of Electing Members

Section 1: The name of a prospective member proposed by an active member of the club shall be submitted to the board of directors 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 proposed member shall be kept confidential except as otherwise provided in this procedure.

Section 2: The board shall ensure that the proposed member meets all the classification and membership requirement of the club constitution.

Section 3: The board shall approve or disapprove the proposed member within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4: 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.

Section 5: If no written objection to the proposed member, stating reasons, is received by the board from any active 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 by these by-laws, 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 elected to membership.

Section 6: Following election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to Rotary International; and the new member shall be provided with appropriate literature and information about Rotary to assist the assimilation of the new member into the club.

Section 7: Any interpretation as to eligibility or procedure with regards to membership qualifications or elections, unless specifically outlined or prohibited by Rotary International, shall ultimately rest with the board of directors.

Article 12 -Resolutions and Subscriptions

Section 1: No resolutions or motions to commit this club on any matter shall be considered by the club until it has been considered by the board of directors. Such resolutions or motions, if offered at a club meeting, shall be referred, without discussion, to the board, which after having given consideration to the matter shall submit its recommendations to the club. Having received the recommendations of the board, the club may then proceed to take such action as may seem proper to the majority.

Section 2: Any appeal for charitable or other subscriptions to be made by the club or its members as Rotarians shall conform to the procedures prescribed in Section 1 of this article.

Section 3- A description of function for charitable and humanitarian giving aspects of the club shall be developed and administered as a policy of the board of directors. At the annual club meeting, or at least once a Rotary year, a list of approved charitable and humanitarian requests and a list of potential charitable and humanitarian contributions shall be provided to the club for their review.

Article 13 -Order of Business of Board of Directors

Section 1: Opening- Roll Call

Reading of Minutes
Report of Committees
Unfinished Business
New Business
Adjournment

Article 14 -Amendments

Section 1: These by-laws may be amended at any regular meeting when a quorum, as outlined in Article 4, section 2, is present, and by a 2/3 vote of all members present provided notice of such proposed amendments are published at least two (2) successive meetings prior to the meeting in the club's weekly newsletter or if no newsletter is published, such amendments be made available to each member electronically at least ten (10) days before the meeting.

Section 2: Any amendments to the by-laws passed must be filed with the club secretary for inclusion and periodic updating of the printed by-laws.

Section 3: The by-laws shall be reviewed, corrected and updated every five (5) years with a copy of the corrections and updates being provided to the general membership for their review and vote if necessary as outlined in Article 12, section 1.

Section 4: No amendments or additions to these by-laws can be made that are not in harmony with the most currently approved Standard R.I. and Club Constitution and by-laws of Rotary International as adopted by this club on November 16, 1995.

Section 5: Any interpretation of these by-laws unless specifically outlined or prohibited by Rotary International shall rest with the board of directors.

Article 15 -Rules for Procedure

Section 1: The rules for procedure at meetings of the membership or the board of directors shall be according to Robert's Rules of Order.

Article 16 – Satellite Club

Section 1: The name of a satellite of this club shall be Rotary Satellite Club of Glens Falls, New York.

Section 2: Satellite Club Meeting – The Glens Falls satellite club shall hold regular weekly/or bi-monthly meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings as outlined by these by-laws. A satellite club meeting may be cancelled for any of the reasons enumerated in these by-laws. Attendance at the satellite club meeting shall be registered as attendance at the regular club meeting.

Section 3: All voting and operational procedures for the satellite club of Glens Falls shall be as provided by these bylaws.

Section 4: The satellite club of Glens Falls shall hold an annual meeting of its members in conjunction with the annual meeting of the Glens Falls Club.

Section 5: The election of officers and the general governance of the satellite club shall be left to the members of the satellite club.

Section 6: A monthly report of attendance and general activity and/or status of the satellite club is to be made to the board of directors of the Glens Falls Club.

Section 7: Satellite Club Membership. Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.

Section 8: Dual Membership. No person shall simultaneously hold active membership in this and another club other than a satellite of this club.

Section 9: Each member is encouraged to attend the club's regular meetings, or the satellite club's regular meetings as provided in the bylaws, and engage in the club's service projects, other events and activities.

Passed by voice vote 8/31/06 by a motion by Paul Downen and seconded by John Cushing.

Amended by unanimous club vote on 7/10/08

Amended by Club vote on November 23, 2010

Addendum A - Suggested Sub-Committees to the Standing Committees

- Membership Committee
- Membership Development and Retention
- New Member Orientation
- The Rotary Foundation Grants (both Matching and Simplified)
- Group Study Exchange
- Permanent Fund Rotary Foundation Information
- Paul Harris Contributions
- Public Relations
- Club Newsletter
- Web Development
- Club Service Projects
- Bell Ringing
- Warm the Children
- Gift of Life
- Youth Exchange

Youth Involvement (BSA, GSA, YMCA, DARE, etc.)

Fishing Derby

Rotary Youth Leadership Awards (RYLA)

Water Walk

Community Projects

International Projects

Birthday Table

Fund Raising- Bread Dough

5-K walk

Club Administration

Attendance

Birthday Table

Club Roster

General Fund Raising

Programs

Historian

Social Activities

Classifications

Greeters

Invocations

Banners

50/50 Table