

## **BYLAWS OF THE ROTARY CLUB OF ALLENTOWN WEST-WESTERN LEHIGH COUNTY, PA**

### **Article 1 Definitions**

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
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 twelve-month period that begins on 1 July.

### **Article 2 Board of Directors**

The Club's governing body shall be the Board of Directors elected per Article 3, Section 1, of these bylaws. The composition of the club's board of directors will be President, President-elect, Secretary, Treasurer, the Immediate Past President, and the directors who will be appointed to chair the following committees: the Rotary Foundation, Public Relations, Community Service, Fundraising, Youth Services, and Membership.

These are the eleven (11) voting members. Upon taking office the President will be the chair of the club's Administration committee. The President will assign appropriate roles for the president-elect based on the club's current needs and the experience and interests of the president-elect.

### **Article 3 Election of Directors and Officers**

Section 1: At a regular meeting in November, one month prior to the meeting for the election of officers, the presiding officer shall ask for nominations by members of the Club for President, President-elect, Secretary, Treasurer, Sergeant-at-arms, and the additional Directors to chair committees who, along with the Immediate Past President, will constitute the Board of Directors.

The nominations may be presented by a nominating committee or by members from the floor. The makeup of the nominating committee will be the two immediate Past Presidents, and the President-elect, with the immediate Past President serving as Chairman. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at an annual meeting before 31 December. Note that more candidates may be listed than positions available. The candidates for positions listed above receiving the majority of the votes shall be declared elected to their respective offices.

The president-elect in such balloting shall serve as a member of the Board as president-elect for the year commencing on the first day of July next following election and shall assume office as president on 1 July immediately following the year of service on the Board as president-elect.

Section 2: The officers and directors, so elected, together with the immediate past president, shall constitute the Board of Directors.

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.

Section 5: Any standing committee chairpersons, other than those named under Article 11 shall be appointed by the President and if asked to attend Board meetings will have no voting privileges.

#### **Article 4 Duties of Officers**

The Officers and Directors of the club will ensure that the club operates within the guidelines of RI, the District 7430 Procedures & Guidelines, and its own constitution.

Section 1: President. It shall be the duty of the President to preside at meetings of the club and Board and to perform such other duties as ordinarily pertain to the office. The President is also the chair of the Administration committee.

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, to preside at meetings of the club in the absence of the President, and to perform such other duties as may be prescribed by the President.

Section 3: Secretary. It shall be the duty of the secretary to keep membership records; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings. The secretary will perform other duties as usually pertain to the office of Secretary, such as sending notices of dates for dues payment, welcome letters to new members, ordering club pins, membership materials, badges and supplies.

Section 4: Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board and/or the President, and to perform such other duties as pertain 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, and/or any other club property.

Section 5: Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be those usually prescribed for such office. Other duties may be prescribed by the President or the Board. Duties may include collecting meal monies, and fees, recording attendees and guests, operating the door prize, and 50-50 drawing.

## **Article 5 Meetings**

Section 1: Annual Meetings. An annual meeting of this club shall be held in December before December 31 at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2: The regular meetings of this club shall be held on Wednesdays. The club also conducts social events and meetings on other days. Reasonable notice of any change or cancellation of the regular meetings will be given to all club members. We will use the school districts' directive in the case of inclement weather. Members can use social media to learn of the schools' closing. In the event of an emergency, we will use ClubRunner to send a message to all Rotarians as soon as we have pertinent information. In both instances, we will post the cancellation and any other directives to the Allentown West Rotary Club calendar on the website.

Attendance requirements for individual Rotarians are flexible as long as the Rotarian is engaged in the club's networking, service, and fellowship activities, and requirements are at the discretion of the club Board.

Section 3: Regular meetings of the Board shall be held on a monthly basis. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

## **Article 6 Fees and Dues**

Section 1: The admissions fee shall be set by the Board and is to be paid before the applicant can qualify as a member.

Section 2: The per annum membership dues shall be set by the board and be payable semiannually two weeks before the first day of July and of January, with the understanding that an amount established by RI of each semiannual payment shall be applied to each member's subscription to Rotary magazine.

Section 3: Membership Types: This club shall recognize the following categories of members: (1) active and (2) honorary.

## **Article 7 Method of Voting**

The business of this club shall be transacted by *viva voce* except the election of officers and directors, which shall be by ballot. The Board may determine that a specific resolution be considered by email or paper ballot rather than by *viva voce*. Votes should be taken at both the morning and, if they exist, evening meetings.

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

## **Article 8 Avenues of Service**

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

1. Club Service focuses on making clubs strong. A thriving club is anchored by strong relationships, functions, and projects of the club and an active membership development plan.
2. Vocational Service calls on every Rotarian to work with integrity and contribute expertise to the problems and needs of society and the Club.
3. Community Service encourages every Rotarian to find ways to improve the quality of life for people in their communities and to serve the public interest.
4. International Service exemplifies our global reach in promoting peace and understanding. We support this service avenue by sponsoring or volunteering on international projects, seeking partners abroad, and more.
5. Youth Service recognizes the importance of empowering youth and young professionals through leadership development programs such as Rotaract, Interact, Rotary Youth Leadership Awards such as Camp Neidig, Rotary Youth Exchange, 4 Way Test Speech Test Contest and STEM YEA.

This club will be active in each of the Five Avenues of Service through the club committee and subcommittee structure.

## **Article 9 Committees**

Section 1: Club committees are charged with carrying out the annual and long-range goals of the club. The Nominations Committee composed of the President-elect, the two immediate Past Presidents and the Board 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 continuity and consistency. The President-elect 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. It is recommended that the chair have previous experience as a member of the committee. Standing committees of the Board should be appointed in accordance to Article III as follows:

- Club Administration – chaired by the President – This committee conducts activities associated with the effective operation of the club and oversees club budgets, all other club committees, and the Club's Foundation.
- Meeting & Fellowship Support – chaired by a club member as appointed by the President – Specific sub-committees include: Meeting set-up and take-down, Invocation/Reflection scheduling, Sergeant at Arms, Programming, Fellowship/Dining Out, Greeter scheduling, Sunshine chair and Information Technology.
- Membership – chaired by a Board member and appointed by the President. This committee

should develop and implement a comprehensive plan for the recruitment and retention of members. This committee shall inform prospective members about the privileges and responsibilities of Rotary Club membership and oversee the orientation of new members during the first year in the club. This committee shall develop plans encouraging attendance at all Rotary meetings.

Any member who has been found to be unethical shall be asked to leave the club. The Board may also vote to end the individual's membership.

- The Rotary Foundation – chaired by a Board member and appointed by the President – This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. The committee oversees the international service committee that is responsible to plan and oversee all projects of the club outside of the U.S. This includes District Grants, Global Grants, Rotaplast and Shelter Box, et al.
- Community Service – chaired by a Board member and appointed by the President. This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of the local community and communities in other countries. The committee is responsible to oversee locally designated projects. This includes obtaining and scheduling volunteers and obtaining external funding. Examples are: Snack Packs and local food pantries. The Chair may also choose to be involved in District grant writing proposals and meetings.
- Public Image – chaired by a Board member and appointed by the President. The PI committee develops and implements plans to provide the public with information about Rotary and to promote the club's service projects and activities. This committee also maintains the club's website and social networking presence, and is responsible for media relations. Ideally, this committee would hold the photography archive for the club.
- Fundraising – chaired by a Board member and appointed by the President. This committee develops and implements strategic fundraising activities to fund club service projects that address the needs of its community and communities in other countries.
- Youth Services – chaired by a Board member and appointed by the President. This committee manages youth programs for the club. The committee is responsible for: the Youth Exchange program; Camp Neidig (RYLA); Interact Club Advisors; 4-Way Test Speech Contest; Kindergarten Books project, STEM YEA and scholarships.

Section 2: Additional ad hoc committees, such as committees dealing with various aspects of youth activities may be appointed by the Board as needed.

(a) The president shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership therein.

(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 act 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 and shall supervise and coordinate the work of the committee. Each chair shall report to the Board on all committee activities.

A club member elected or appointed to a position as a club officer, director, committee chair, or Allentown West Foundation officer is expected to serve one year and may be continued for an additional two years if re-elected or re-appointed. With the unanimous approval of every member of the board of directors, additional years of service may be allowed.

### **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 refer to appropriate RI materials such as the RI Constitution and the Learning Center.

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, subcommittees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

Other subcommittees that may be appointed:

The Board, the President, and the President-elect have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A club may develop a different committee structure as needed.

### **Article 11 Leave of Absence**

Upon written applications to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing the member from attending the meetings of the club for a specified length of time. The person who receives the leave of absence is still required to pay dues. Such leave of absence does operate to prevent a forfeiture of membership.

### **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 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 are divided into three separate accounts: club operations, International Projects, and Foundation projects.

Section 3: All bills shall be paid by the Treasurer or other authorized officer. Approval by two officers or directors must be obtained when the invoice is over \$1,000.

Section 4: A thorough review of all financial transactions should be conducted by a qualified person appointed and approved by the Board once each year.

Section 5: The fiscal year of this club shall extend from 1 July to 30 June, and 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 two weeks before 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 6: The Club established a Foundation in 2002 known as the Rotary Club Foundation of Allentown West, Western Lehigh County, Pa. Its purpose is to provide a vehicle for members and friends to make donations and gifts that will be available for charitable activities as selected by the Club. (As a 501-c3 Foundation, such donations are tax-deductible.)

### **Article 13 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 in writing, through the club secretary or membership chair. A transferring or former member of another club may be proposed to active membership by the former club. The proposal, for the time being, shall be kept confidential except as otherwise provided in this procedure.

Section 2: The Board shall ensure that the proposal meets all the classifications and membership requirements of the club constitution.

Section 3: 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.

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.

Section 5: The Secretary shall email the club members to notify them of the proposed member. If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), 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, upon payment of this admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6: Following the 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 RI; and the Rotary Membership committee shall provide appropriate literature for presentation at the induction as well as to assign the new member to a club project or function.

Section 7: The club may elect, in accordance with its constitution, honorary members proposed by the board.

#### **Article 14 Resolutions**

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the Board. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

#### **Article 15 Amendments**

These bylaws may be amended at any regular meeting with a quorum of one third of the membership being present. A 50 percent plus one vote of all members present will be required, provided that a notice of such proposed amendment shall have been communicated to each member via electronic means, written notice, or the Newsletter, at least ten days before such meeting. No amendment or addition to these bylaws can be made that is not in harmony with the Club constitution and with the constitution and bylaws of RI.

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