ROTARY CLUB OF PORTLAND, MAINE

Club # 6308 Charter No. 177 • September 1, 1915 • District 7780

P. 0. Box 1755, Portland, Maine 04104-1755

Adopted by Club Vote November 11, 2024

Article I

Definitions

1. Board – The Board of Directors of this Club
2. Club – The Rotary Club of Portland, Maine
3. Satellite Club – Subgroup of the Club, which holds regular meetings, has a chairperson, and gets involved in community service projects, separately and with the Club
4. Director – Member of the Rotary Club of Portland, Maine Board of Directors
5. Member/Membership – Member(s) other than an honorary Member of the Rotary Club of Portland, Maine
6. Year – July 1 through June 30
7. The Windjammer – The Rotary Club of Portland, Maine's weekly newsletter
8. District – Rotary District #7780
9. RI – Rotary International
10. FOP - Portland Rotary Club Finance Operating Procedures (which includes Portland Rotary Charitable Endowment Fund Investment Policy & Guidelines), as amended by the Board from time to time

Article II

Board of Directors

Section 1. The governing body of this Club shall be the Board, consisting of Members duly elected in accordance with Article III, Section 1 of these Bylaws, consisting of not less than eleven (11) members of this Club; namely, President, President-elect, Vice-President, Secretary, Treasurer, Sergeant-at-Arms, Immediate Past President, and four (4) Directors elected from the membership at large. The Directors shall hold office for two (2) years.

Section 2. In the event a Board member holds two positions listed above, an additional director will be added, with a term equal to the time the Board member holds two (2) positions.

Article III

Election of Directors and Officers

Section 1. At the last regular meeting in October, the President shall announce a nominating committee which shall submit, at the second regular meeting in December, nominations for the officers as provided in Article 10, Section 5 of the Constitution of the Club, and for the Directors as provided in Article II, Section 1, of these Bylaws.

Nominations may also be made from the floor at the meeting when the Nominating Committee presents its report. Election of officers and directors shall take place at the subsequent meeting seven (7) days

after nominations have been presented to the Club and shall be by voice vote, unless election by written ballot is specifically requested in writing by a member at least one (1) week in advance of the election.

Section 2. The officers and directors, so elected, together with the immediate past President, shall constitute the Board, and shall assume office on the following July 1. The directors-elect shall select a member of the Club to act as Club Protection Officer.

Section 3. A vacancy in the Board or any office shall be filled through appointment by 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.

Section 5. The elected Directors shall hold office for two years, two of such directors to retire at the end of a two-year term and be replaced at each annual election meeting.

Article IV

Duties of Officers & Directors

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.

Section 2. President-elect and Vice President. It shall be the duty of the President-elect, then Vice President, in the order named, to preside at meetings of the Club and Board in the absence of the President and to perform such other duties as ordinarily pertain to the office.

Section 3. Secretary. It shall be the duty of the Secretary to keep the records of membership, send out notices of meetings of the Club, and Board, and record and preserve the minutes of Club and Board meetings.

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 to perform such other duties as pertain to the office. 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/her possession.

Section 5. Sergeant-at-Arms. The Sergeant-at-Arms shall select and direct the work of the Sergeant-at-Arms Committee, assigning weekly responsibilities to those members to assist the President in conducting the regular meetings of the Club as described in Article XI (j), and such other duties as may be prescribed by the President or the Board.

Section 6. Board. The governing body of this Club shall be the Board that shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 7. Directors. The duties of the Directors shall be such as to attend Board meetings and other such duties as may be prescribed or directed by the President.

Section 8. Club Protection Officer. This officer shall be responsible for Club awareness, compliance and implementation of Rotary District 7780 Protection Policy for Prevention of Abuse and Harassment. This individual shall also ensure under said policy, that individuals (youth and other vulnerable persons) who participate in Rotary-sponsored programs are protected from abuse. This officer shall hold said position for a period of three (3) years.

Article V

Meetings

Section 1. The annual meeting of the Club shall be held at the third regular meeting in December in each year at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2. The regular weekly meetings of this Club shall be held on Friday at 12:15 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 each month upon the call of the President. Special meetings of the Board may be called by the President, whenever deemed necessary, or upon the request of two members of the Board with due notice having been given.

Section 5. A majority of the Board members shall constitute a quorum of the Board.

Membership

Section 1. The Club shall be composed of adult persons of good personal character, and with good business, professional and/or community reputation.

Section 2. There are three (3) types of membership: Active, as described in Article 7, Section 3 of the Constitution of this Club; Active-Satellite, Active members who participate with the Satellite Club and also the Club, and Honorary, as described in Article 7, Section 6 of the Constitution of this Club.

Article VII

Fees and Dues

Section 1. The membership dues shall be due and payable annually on the first day of July. The dues are comprised of an assessment by the Club for club administration as well as assessments which are set by other related organizations within RI, including RI dues, District dues, the Rotarian magazine and RI insurance. The amount charged by these other related organizations shall be a straight pass through to the Members. The Board shall set the dues amount annually and set forth the amount on an invoice. Any increase in the Club dues shall require ten (10) days' notice to the membership before the increased amount can take effect.

Article VIII

Method of Voting
The business of this Club shall be transacted by voice vote except that the election of officers and directors may be by written ballot**,** if specifically requested in writing by a member at least one (1) week in advance of the election.

Article IX

Five Avenues of Service
The Five Avenues of Service are the philosophical and practical framework for the work of this Club. They are Club Service, Vocational Service, Community Service, International Service and Youth Service.

Article X

Portland Rotary Charitable Fund
The Portland Rotary Charitable Fund is a separate 501(c)(3) organization. This charitable fund receives tax-deductible donations from club members, the public and proceeds from fundraising events. The purpose of the Portland Rotary Charitable Fund is to solicit, receive and distribute gifts for such educational or other worthy charitable purposes except political or religious purposes.

A separate endowment account designated the Portland Rotary Charitable Endowment Fund has been established as part of Portland Rotary Charitable Fund with the proceeds from the previous Service & Memorial Fund. The purpose of the Portland Rotary Charitable Endowment Fund is consistent with the purpose of the previous Service & Memorial Fund to solicit, receive and distribute gifts for such educational or other worthy charitable purposes beneficial to the Greater Portland, Maine community, except political or religious purposes. Contributions into the Portland Rotary Charitable Endowment Fund are donor-restricted to this permanent endowment, conforming to the Uniform Prudent Management of Institutional Funds Act (UPMIFA). The Board of the Portland Rotary Club oversees the activities of the charitable fund and approves procedures in the *Portland Rotary Club Finance Operating Procedures*.

Article XI COMMITTEES
Section 1. Appointments

(a) The President-elect shall, prior to the first regular meeting in June, appoint the committees, as they exist.

(b) The President shall appoint special committees when deemed necessary.

(c) The President shall be ex-officio member of all standing and special committees.

Section 2. Each committee and special committees shall transact such business as is delegated to it in the 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 principal and sub-committees shall not take final action until a report has been made to the Board and approved by them. Prior to the start of a new Rotary year, all committee chairs shall submit an annual budget to the President-elect for the funds they will need to fulfill the goals of their committee for the year. Budget amounts to be approved will be determined by the state of the Club's treasury and the overall goal of the Club's objectives.

Article XII

DUTIES OF THE COMMITTEES

MEMBERSHIP
These committees recruit, nurture, and retain membership.

(a) Membership Committee:
This committee develops and implements a plan for the recruitment and retention of members. It promotes fellowship among the Members and proposed members. It is the responsibility of this committee to create an atmosphere that makes every Rotarian feel welcome and needed by the Club. This committee encourages attendance at regular Club meetings or regular meetings of other clubs when Members are unable to attend their own Club meetings. This committee also encourages attendance of Club Members at club assemblies, district conferences, inter-city meetings, international conferences, and conventions.

This committee devises and implements plans for informing the Members, especially new members, to achieve an adequate understanding of the privileges and responsibilities of being a member of Rotary and the history, object, scope, administration, activities, and meaning of Rotary.

This committee assigns classifications to each Member on membership acceptance into the Club and considers reclassifications of a Member when requested due to a change in the Member's principal profession.

(b) Good Cheer Committee:
This committee provides valuable support to Members and their families as they cope with illness, family struggles, and death. They also recognize Members' birthdays. This recognition may take many forms, but usually consists of cards and personal visits.

COMMUNITY AND WORLD SERVICE
There are four external Avenues of Service: Community Service, International Service, Vocational Service, and Youth Service.

These committees develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries as is consistent with their specific area of focus.

These committees review requests for action and funds from community, youth, and international groups, and make recommendations to the Board.

(a) Community Service Committee:
This committee initiates plans which will guide and assist the members of the Club in performing programs to help improve the community in accordance with that Avenue of Service.

(b) International Service Committee:
This committee devises and carries out projects to improve life of people around the world. The Club's primary focus is on projects to improve health, hunger and way-of-life requirements.

(c) Vocational Service Committee:
This committee promotes activities that will guide and assist the Members toward improving general standards of practice in their respective vocations and fostering high standards of practice to today's youth.

(d) Youth Service Committee:
This committee promotes and processes the Student Recognition Award scholarships, where students from local schools are awarded a scholarship for their outstanding participation in school achievements and participation in community service activities.

CLUB SERVICE
Club Service focuses on strengthening fellowship and ensuring the smooth functioning of the Club and consists of the following committees:

(a) Constitution and Bylaws Committee:
This committee acts on preparing any changes that are necessary to bring our constitution and bylaws into compliance with any recent enactments approved by RI. In addition, the Committee recommends to the Board and membership those changes needed to improve the Club's operation.

(b) Fundraising and Special Activities Committee:
This committee reviews potential fundraising activities in keeping with the object of RI, fellowship, and goodwill, and the Committee makes recommendations to the Board. The Committee promotes the projects within the Club and enlists necessary help for success.

This committee also plans any special activities of the Club. Activities should be geared around fellowship, enjoyment, and fulfillment of the Club's good works. The Committee proposes the fun activities of the Club that may/may not necessarily be fundraising in nature.

(c) Invocation Committee:
This committee provides the non-religious invocation or opening words at each weekly meeting of the Club.

(d) Meeting Day Committee:
This committee is responsible for the sale of meal tickets and registering visiting Rotarians and guests. It works closely with the Club Secretary and the Sergeant-at-Arms Committee to ensure the meeting place is satisfactory to achieve the purpose of the Club. The Meeting Day committee also reviews meals, meal prices, physical facilities, parking facilities, and general facility conditions.

(e) Nominating Committee:
This committee is responsible for finding candidates to be nominated for the positions of officers and directors of the Club, all to assume office on July 1 of the following Rotary year. The Committee members will be selected and announced to the Club by the current President at the last meeting of October, with the immediate past president as the chair. The Committee meets to discuss viable candidates for these positions in the Club. At the second regular meeting in December, the Nominating Committee will present their report to the Club. After announcing the nominees, further nominations will also be accepted from the floor.

The actual election of officers and directors will take place at the subsequent meeting seven (7) days after nominations have been presented to the Club.

(f) Program Committee:
This committee consists of a Program chair who selects and oversees four (4) quarterly chairs who are responsible for preparing and arranging the programs for the regular and special meetings of the Club. Programs should have variety, be timely, entertaining, and informative, and use a diversified method of presentation. Members of the Committee develop promotional material for the Club's weekly newsletter, *The Windjammer*, serve as host for the program, and make the introductions. The Committee shall endeavor to coordinate programs with special events and RI programs.

(g) Roster Committee:
This committee prepares and collates updated member information and, from time to time, causes to have copies of the Membership roster of the Club posted on the club website and printed.

(h) Sergeant-at-Arms Committee:
This committee assists the President in the conduct of regular meetings of the Club and has such other duties as may be assigned to it from time to time by the President or the Board. This committee is responsible for the physical setup at the facility, including any audio/visual systems, flags, money cans, movable platform/podium, and special program materials. At the conclusion of the meeting, the assigned committee member ensures all items are returned to the proper storage area designated for the Club.

(i) Visioning/Long-Range Planning Committee:
This committee reviews and envisions short-term and long-range planning for the Club, and presents recommendations and suggestions to the Board for consideration. The Committee will help set goals to accomplish the vision and actively monitor the Club's progress.

COMMUNICATIONS
Communications provides information about the Club, internally to its members, and externally to the general public.

(a) Newsletter Committee:
The primary method of providing regular information is the weekly newsletter, *The Windjammer.* Committee members serve as editors to report weekly meeting programs and events. Editors, who are assigned on a rotating basis, submit the material in written form to the Managing Editor of *The Windjammer* or appropriate designee by noon of the following Monday of each Club meeting. Members will offer open contact with other committees of the Club to help them publicize events that will happen or have happened in the Club.

(b) The Public Image and Marketing Committee:
This committee is responsible for providing information about Rotary and promote the Club's service projects and activities in the community and internationally, to work with Rotarians in the Club to maximize public relations efforts, establish available media and choose the types that will be most effective in promoting Rotary to targeted audiences, and to continually strive to get the message to the community for a knowledgeable and favorable image of Rotary.

THE ROTARY FOUNDATION
This committee assists the Members in making donations to The Rotary Foundation, encourages every Member to contribute what they are able to annually, and informs the Club about the good works of the Rotary Foundation worldwide through these contributions. Contributions include Paul Harris Fellow recognition, sustaining membership, and estate contributions.

Article XIII

Finances
Section 1. The Treasurer shall deposit all funds of the Club in a bank or banks to be named by the Board.

Section 2. The Club funds shall be divided into two (2) separate parts: club operations and charitable. The charitable division of the Club is an IRS-recognized 501(c)(3) organization.

Section 3. Club finances will be in accordance with the Portland Rotary Club Finance Operating Procedures, as amended time to time by the Board.

Section 4. Expenditures exceeding $1,000 shall be approved in advance by the President with appropriate documentation to be included in QuickBooks. In the event of a President's conflict of interest, expenditures exceeding $1,000 shall be approved by the President and President-elect. Each year the President shall appoint a qualified member of the Club, who shall not be a member of the Board, to make a thorough review of all the Club's financial transactions and to make a report of this analysis to the Board.

Section 5. Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club. Cost of the bond to be borne by the Club.

Section 6. The fiscal year of this Club shall extend from July 1st through June 30th. The payment of per capita dues to RI shall be made on July 1st of each year on the basis of the membership of the Club on that date.

Section 7. At the beginning of each fiscal year, the President shall prepare or cause to be prepared an Operating and a Charitable budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Article XIV

Method of Electing Members
Section 1. Members are encouraged to invite prospective members to attend a meeting of the Club. The Club will pay the cost of the prospective member's meal at the first meeting attended by the prospective member. The prospective member is then encouraged to attend additional meetings to learn more about the Club.

Section 2. At an appropriate time, a sponsoring member may recommend the prospective member for membership by submitting a completed membership application. The prospective member's name shall be published in the club newsletter (*The Windjammer*) for two (2) meetings, and/or by circulating the

prospective member's name by email. The Board shall then vote on acceptance of the prospective member's application.

Section 3. If the Board votes to accept the prospective member, the prospect shall then attend a Rotary Information meeting. Having met that requirement and confirmed a continuing desire to join the club, the prospect shall be introduced to the Club at a regular Club meeting as a new Member, presented with the membership credentials package and Rotary pin, and formally welcomed to the Club. The new Member shall pay pro-rated dues following such introduction.

Section 4. Honorary Members.
The name of a proposed candidate for honorary membership shall be submitted to the Board. That proposal may be considered at any regular or special meeting of the Board and the Board may proceed to ballot on the proposed member. If not to exceed two (2) negative votes are cast by the Members of the Board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

Article XV

Resolutions and Subscriptions
Section 1. 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 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 procedure prescribed in Section 1 of this Article.

Article XVI

Order of Business
Order of Business for the Club regular meetings shall be as follows:

a) Meeting called to order
b) Pledge to the flag
c) Luncheon
d) Introduction of visiting Rotarians and guests
e) Announcements and committee reports
f) Program
g) Adjournment

or such variation thereof as the presiding officer may deem most fitting to the occasion and permits appropriate action on the business required to be transacted.

Article XVII

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, e-mailed, or otherwise provided in a manner approved by the Board 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 Club constitution, or with the Constitution and Bylaws of RI**.**