



ROTARY CLUB OF PORTLAND, MAINE
Charter No. 177 • September 1, 1915 • District 7780
P. O. Box 1755, Portland, Maine 04104-1755 • (207) 773-7157

BYLAWS
06/29/12
(Amended 12/16/16)

Article I

Definitions

1. Board – The Board of Directors of this Club
2. Club – The Rotary Club of Portland, Maine
3. Director – Member of the Rotary Club of Portland, Maine Board of Directors
4. Member/Membership – Member(s) other than an honorary Member of the Rotary Club of Portland, Maine
5. Year – July 1 through June 30
6. Windjammer – The Rotary Club of Portland, Maine’s weekly newsletter
7. District – Rotary District #7780
8. RI – Rotary International
9. Administrative Coordinator – Independent part-time contractor assisting officers, directors and committee chairs

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 By-Laws, consisting of not less than 11 members of this Club; namely, the President, a first Vice-President (President-elect), a second Vice-President, a Secretary, a Treasurer, a Sergeant-at-arms, the immediate past President and four Directors elected from the membership at large. The Directors shall hold office for two years, two of such Directors to retire and be replaced at each annual meeting.

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 report 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 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 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. *Vice Presidents.* It shall be the duty of the first Vice President, then second 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, record the attendance at meetings, send out notices of meetings of the Club, Board and committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semi-annual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the Club meetings which shall be made to the district governor immediately following the last meeting of the month, collect and remit to RI subscriptions to The Rotarian, and perform such other duties as usually pertain to the office.

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 duties of the sergeant-at-arms shall be preside as chair of the Sergeant-at-Arms committee, assigning weekly responsibilities to the committee members with assisting the President in the conduct of all persons at the regular meetings of the Club, as described in Article XI(p), 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. The Board may employ or appoint an administrative coordinator.

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 insure 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.

Section 9. *Administrative Coordinator.* A volunteer or paid part-time contractor assisting officers, directors and committee chairs with administrative responsibilities.

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, due notice having been given.

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

Article VI

Membership

The Club shall be composed of adult persons of good personal character, and good business and/or professional reputations.

Only two types of membership: Active, as described in Article 7, Section 3 of the Constitution of this Club and Honorary, as described in Article 7, Section 6 of the Constitution of this Club.

Article VII

Fees and Dues

Section 1. The admission fee shall be an amount to be determined by the Board from time to time.

Section 2. The membership dues shall be due and payable semi-annually on the first day of July and January. The dues is 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 amount of dues annually and set forth the amount on an invoice. Any increase in the Club dues shall require 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 New Generations. This Club will be active in each of the Five Avenues of 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 oversees the activities of the charitable fund and approved procedures in the *Portland Rotary Charitable Endowment Fund Investment Policy and Guidelines*.

(Article X approved by Membership on December 16, 2016.)

Article XI

COMMITTEES

Section 1. (a) The President-elect (first Vice President) shall, prior to the first regular meeting in May, subject to the approval of the Board of Directors-elect, appoint the following five principal and standing committees: Club

Administration, Membership and Rotary Information, Service, Rotary Foundation and Public Relations.

- (b) The President-elect (first Vice President) shall, subject to the approval of the Board of Directors-elect, also appoint the following Club sub-committees of the Club Administration Committee: Constitution and By-Laws Committee, Fund Raising and Special Activities, Good Cheer, Invocation Committee, Meeting Day Committee, Music Committee, Nominating Committee, Program Committee, Roster Committee, Sergeant-at-Arms Committee, and Visioning/Long Range Planning Committee and any other committees that he/she may deem necessary for the internal administration of club affairs.
- (c) The President-elect (first Vice President) shall appoint one member of the Board for each of the principal committees, who shall serve as a liaison representative of the Board, entitled to attend all meetings of such principal committees and their sub-committees, assist in coordinating the activities thereof, and shall keep the Board fully informed of the work in process and proposed, of such principal and sub-committees.
- (d) The President during his/her term of office shall be ex-officio member of all standing and special committees.

Section 2. Each principal and sub-committee 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. 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 principal and sub-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

- **CLUB ADMINISTRATION**

- (a) *Constitution and By-Laws Committee*

- This committee acts on preparing any changes that are necessary to bring our constitution and by-laws 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) *Fund Raising and Special Activities*

- This committee reviews potential fund-raising activities in regard to 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 has weekly assignment responsibilities for conducting a raffle for the purpose of entertainment and to raise funds for the charitable fund account.

This committee will also plan any special activities of the Club. Activities should be geared around fellowship, enjoyment and fulfillment of the Club's good works. This

committee proposes the fun activities of the Club that may/may not necessarily be fundraising in nature.

(c) *Good Cheer*

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

(d) *Invocation Committee*

This committee provides the invocation or opening blessing at each weekly meeting of the Club.

(e) *Meeting Day Committee*

This committee will be responsible for the sale of meal tickets and registering visiting Rotarians and guests. Members assigned weekly responsibilities should arrive no later than 11:35 a.m. at each meeting and should stay at their assigned positions until 12:15 p.m. This committee works closely with the Club Secretary and Administrative Coordinator to assure the meeting place is satisfactory to achieve the purpose of the Club. The meeting day committee shall also review meals, meal prices, physical facilities, parking facilities and general facility conditions. If there is no meeting scheduled on a regularly-scheduled meeting day or if the meeting is to be held at an off-site location, then a member of the committee needs to be present at the normal meeting location of the Club to provide make-up cards and general assistance.

(f) *Music Committee*

This committee is responsible for providing music, a piano player and a song leader each week. Details and schedule will be given to the Club Administrative Coordinator and/or newsletter editor for inclusion in the Club newsletter (Windjammer). This committee will plan musical programs throughout the year.

(g) *Nominating Committee*

This committee is responsible for finding candidates to be nominated for the positions of officers and directors of the Club and two trustees for the Service and Memorial Fund, all to assume office on July 1 of the following Rotary year. The committee members should 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 should meet to discuss viable candidates for these positions in the club. At the second regular meeting in December, the nominating committee should present their report to the Club. After announcing the nominees, further nominations would also be accepted from the floor. The actual election of officers, directors, and Service and Memorial Fund trustees would take place at the subsequent meeting 7 days after nominations have been presented to the Club.

(h) *Program Committee*

This committee is responsible for preparing and arranging the programs for the regular and special meetings of the Club. Quarterly chairs should be established and committee members distributed evenly over the four quarters. 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.

(i) *Roster Committee*

This committee prepares and collates updated member information and causes to have printed copies of the Membership roster of the Club.

(j) *Sergeant-at-Arms Committee*

This committee assists the President in the conduct of the 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, songbooks, movable platform/podium and special program materials. At the conclusion of the meeting, the assigned committee member makes sure all these items are returned to the proper storage area at the Club.

(k) *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. This committee will help set goals to accomplish the vision; plan steps to get us there; enable the people to accomplish the goals and actively monitor our progress.

- **MEMBERSHIP AND ROTARY INFORMATION**

Membership and Rotary Information

This committee should develop and implement a comprehensive plan for the recruitment and retention of members. This committee should promote 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 should encourage attendance at regular Club meetings or regular meetings of other clubs when a Member is unable to attend their own Club meeting. This committee should also encourage attendance of Club Members at club assemblies, district conferences, inter-city meetings, international conferences and conventions by all club members; keeping Members informed of attendance requirements; and promote better incentives for good attendance.

This committee devises and implements plans for informing the Members, especially new members, 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 in writing due to a change in the Member's principal profession.

- **SERVICE**

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries. This committee will be responsible for the implementation of the following areas of focus: Community, International, Vocational and Youth Service.

This committee will review requests for action and funds from community and youth groups and make recommendations to the Board.

Community Service:

This sub-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.

International Service: This sub-committee will devise and carry out project 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.

Vocational Service:

This sub-committee will promote 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.

Youth Service:

This committee promotes and processes the Student Recognition Award scholarship, where a student from one of the local schools is awarded a scholarship for their outstanding participation in school achievements and community service activities.

- **FOUNDATION**

Rotary Foundation Committee

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.

- **PUBLIC RELATIONS**

Communications and Public Relations Committee

This committee should develop and implement plans to provide information about the Club, both internally to its members and externally to the general public. The primary method of providing internal information is the weekly newsletter - *Windjammer*. Committee members will serve as editors to report weekly meeting programs and events. Editors are assigned on a rotating basis, submit the material in written form to the Chair of the Communications committee 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.

This committee is also responsible for providing the public with 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; to continually strive to get the message to the community for a knowledgeable and favorable image of Rotary.

Articles XI and XII approved by Membership on date: May 25, 2012

Article XIII

Leave 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. All of the Member's indebtedness to the Club must be paid for the request to be considered. Absences may be requested in 3-month intervals (3 months, 6 months, 9 months or 12 months) and shall not extend for longer than a 12-month period of time. A Member requesting a shorter leave of absence (3-month, 6-month, or 9-month) may request in writing to the Board for an extension of leave of absence if their situation warrants it and approved by the Board. During the leave of absence, the Member must keep their Club dues paid up to date or the Board may rescind the leave of absence.

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 Rotary Club, the excused Member must be recorded as absent, except that absence authorized under the provision of Article 9, Section 3(a) or (b) of the standard Club constitution is not computed in the attendance record of the Club.

Article XIV

Finances

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

Section 2. All bills shall be paid only by checks signed by the Treasurer upon vouchers signed by any two officers. 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 3. 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 4. The fiscal year of this Club shall extend from July 1st through June 30th, and for the collection of members' dues, shall be divided into two semi-annual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.

Note: Magazine subscriptions for Members joining during a semi-annual period are payable upon invoice from the secretariat.

Section 5. At the beginning of each fiscal year, the President 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, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Article XV

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 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 prospective member shall then attend a Rotary Information meeting and pay the initiation fee (if applicable) and pro-rated dues. Once the prospective member has met those requirements, and affirmed that he or she still wishes to join the Club, he/she 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.

Section 2. 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 XVI

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 XVII

Order of Business

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

- Meeting called to order
- Toast to the flag
- Luncheon
- Introduction of visiting Rotarians and guests
- Announcements and committee reports
- Program
- 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 XVIII

Amendments

These By-Laws 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 By-Laws can be made which is not in harmony with the Club constitution and with the Constitution and By-Laws of RI

Approved by Membership on date: June 29, 2012

Article X approved by Membership on date: December 16, 2016