

Spring-Ford Area Rotary Club Bylaws

Article I Election of Directors and Officers

Section 1. Procedure for Nomination and Election of New Directors and Officers.

- (a) On or before ninety (90) days prior to the annual changeover date of club President, nominations of new officers or directors may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine, to be nominated to become new board members. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The Nominating Committee, shall: (1) present recommendations for the Officers, Board of Directors, Secretary, Treasurer and Sergeant at Arms to the Board for approval; and (2) upon Board approval, then submit said recommendations for ratification by the Membership.
- (b) All nominees shall be selected with the intention that each Nominee, if elected, in order to establish consistency and preparation for leadership of the club, shall advance through the "chairs" and first fill the lowest open position on the board (lowest being board member Director 4, Director 3, Director 2, Director 1, then Vice-President, then President-elect, then President, in that order). Membership on the Board for members moving up through the chairs shall end after serving the board position of immediate Past-President. The Board, may, in its discretion, retain a Director that will not move through the chairs.
- (c) Any nominees originating from a nominating committee shall be presented to the board for board approval. Upon approval by the board, nominee(s) shall be submitted for ratification vote by the club at a meeting of the club. Any Nominee for a vacant board position shall be thus elected upon receipt of at least a majority vote of club members in attendance at said club meeting. A quorum as set forth in Article IV, Section 5, is required for ratification vote by the club.
- (d) Any nominees originating by club members from the floor, shall be submitted for ratification vote by the club at a meeting of the club. Any Nominee for a vacant board position shall be thus elected upon receipt of at least a majority vote of club members in attendance at said club meeting. A quorum as set forth in Article IV, Section 5, is required for ratification vote by the club.

Section 2 - The officers and directors so elected, together with the immediate past president, shall constitute the board of directors. Within one week after their election, the board of directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 3 - A vacancy in the board of directors or any office shall be filled pursuant to the procedure set forth in Article I, Section 1.

Section 4 - A vacancy in the position of any officer-elect or director-elect shall be filled pursuant to the procedure set forth in Article I, Section 1.

Article II Board of Directors

The governing body of this club shall be the board of directors consisting of eleven (11) members of this club, namely, four (4) directors and one (1) Senior director elected in accordance with Article I, Section 1, of these bylaws, the president, president-elect, vice-president, secretary, treasurer, and the immediate past president. The four (4) elected directors should be selected on the basis of their appropriateness in serving in an officer's position.

Article III Duties of Officers

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 of president.

- (a) – The President will have the authority to present a gift of up to \$100.00 to a guest speaker representing a worth-while charity, as long as sufficient funds are available.

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

Section 3 - Vice-President. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and the president-elect and to perform such other duties as ordinarily pertain to the office of vice-president including assisting the program chair.

Section 4 - 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 and including prorated reports to the general secretary on October 1st and April 1st of each active, senior active, and past service member who has been elected to membership in the club since the start of the July or January semi-annual reporting period; 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 of secretary.

Section 5 - Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club semi-annually and at any other time upon demand by the board 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, or any other club property. The fiscal year of this club shall extend from July 1st to June 30th,

(a) - The treasurer shall deposit all funds of the club in some bank to be named by the board.

(b) - All bills shall be paid only by checks signed by the treasurer. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

(c) - 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 bond to be borne by the club.

(d) - Financial Statements will be sent to all members on a quarterly basis via email.

Section 6 - Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board. The Sergeant-at-Arms shall not be a member of the Board.

Section 7 - Senior Director. The duties of the senior director shall be to serve as a voting member on the Board of directors. The position is generally held by a Past President, or a person who has been a member of the club for some time. The senior director is not required to advance through the chairs leading to the presidency. Other duties are those usually directed by the president or the board.

Article IV Meetings

Section 1 - Annual Meeting. An annual meeting of this club shall be held on a Wednesday in December as scheduled by the board at which time the election of officers and directors to serve for the ensuing year shall take place.

(Note: Article IV, Section 2, of the standard Rotary club constitution provides that "An annual meeting for the election of officers of this club shall be held not later than the 31st day of December in each year as provided in the bylaws of this club.")

Section 2 - The regular weekly meetings of this club shall be held on Wednesday at 12:10 PM, prevailing time.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. Special make-up meetings may be authorized by the President. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to **Article VIII, Section 3**) in good standing in this club, on the day of the regular meeting, must be counted as present or absent and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club. Any member whose attendance falls seriously below the 60% attendance requirement for a period of one year, will be contacted by two board members to discuss their future involvement with Rotary.

Section 4 - Regular meetings of the board shall be held monthly, as designated by the President. 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.

Section 5 – Quorum

One-third of the membership shall constitute a quorum at the annual and regular meetings of this club. A majority of the board members shall constitute a quorum of the board.

Section 6 - Senior Active Members

An active member may request to be classified as a "Senior Active" member, which shall relax the required 60% attendance requirement of Article IV, Section 2, subject to the conditions listed below. He or she may qualify for classification as a "Senior Active" member if the age of the member is 65 and above and the sum of the member's years of age and years of membership in one or more Rotary clubs is 85 years or more.

The member shall notify the club Secretary in writing of the member's desire to be classified as a Senior Active Member which will require approval of the Board. Senior Active Members shall be subject to the conditions listed below:

- (a) Section (3)(a) shall not serve to disqualify any member who, as of June 1, 2015, was classified as Senior Active.
- (b) A Senior Active member shall be assessed an additional \$25.00 per quarter for each quarter in which their quarterly attendance drops below 40%.
- (c) Senior Active members will not be billed in advance for meals. They will be billed only for meals for meetings attended in the following quarter. Quarterly dues remain unchanged.

Section 7 - Leave of Absence - Eligibility:

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 for a specified length of time not to exceed three (3) months. To qualify for eligibility for a Leave of Absence, the requesting member, at the time of written application, must be in compliance with 60% attendance, as set forth in Section 2 infra.

*(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provision of **Article VIII, Section 3**, of the standard Rotary club constitution is not computed in the attendance record of the club.)*

Section 8 - Credit for missed meetings:

To receive credit for a missed meeting, a member must attend another Rotary Club meeting one week before or one week after the missed meeting. Credit can also be applied by participation in a Spring Ford Rotary community activity. Credit for missed meals will be applied to the next quarters invoice.

Section 9 – Transfer from another Rotary Club

Any Rotarian desiring to transfer to Spring-ford Area Rotary Club ("This Club") from another Rotary Club ("Previous Club") shall: within thirty (30) days of said transfer request, provide written confirmation from the Previous Club to This Club regarding whether he or she owes any outstanding balance to the Previous Club. If This Club does not receive such written confirmation within said thirty (30) days, it will accept that to mean no balanced is owed and the Rotarian is otherwise eligible to join, subject to approval of This Club as set forth in these By Laws. If a balance is owed, the Rotarian shall make arrangements to pay said balance with the Previous Club which will be reviewed by This Club's Board. Membership shall then be subject to approval of This Club as set forth in these By Laws.

Article V Fees and Dues

Section 1 - The club membership dues shall be per annum, payable quarterly. **The Board, in its discretion, shall set the annual club membership dues.** Six dollars (US \$6.00) shall be paid by the secretary semi-annually for each member's subscription to *THE ROTARIAN* magazine.

Section 2 - Invoices will be submitted to each member quarterly to include dues, meals (for the upcoming quarter) and any activity charges. All invoices shall be paid in full within 60 days of the date of the invoice. Any member who has not paid within the 60 days shall receive written notice from the Secretary to pay in full any amounts due and owing within ten (10) days. The Board may agree to acceptable payment arrangements over a specified period of time. Should the invoices then remain unpaid, said membership shall be revoked. Revocation of a membership by the club shall not excuse any member or former member from said obligation to pay the invoices.

Article VI Method of Voting

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot.

Article VII Committees

Section 1 – Committee structure shall be established by the in-coming President and Board at their annual meeting, to be held on or before July 1st of each year. Committees should include (but not limited to) a chairperson and a minimum of two members. Committees should include projects and/or service to the following:

- Club
- Vocational
- Community
- International

Article VIII Method of Proposing Members

Section 1 - The name of a prospective member proposed by an active member shall be submitted to the secretary. The secretary shall submit the proposed members name and business affiliation to the board via email for their consideration.

Section 2 - The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Section 3 - The board shall approve or disapprove the proposal and shall notify the club secretary of its decision.

Section 4 - If the decision of the board is favorable, the club secretary shall submit the proposed members name and business affiliation to the club membership for consideration.

Section 5 – If there are no objections to the proposed member, he/she will be notified of the formal induction into the club to be conducted the following week.

Article IX Club Meeting - Order of Business

Pledge of Allegiance to the flag.

Invocation.

Meeting called to order.

Introduction of visiting Rotarians.

Correspondence and announcements.

Committee reports, if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article X Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.

Bylaws adopted 1ST day of Feb., 2017:

April Hester-L...
President

Attest:

Danny M. B...
Secretary