

Bylaws of the Rotary Club of West Reading-Wyomissing

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. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of eleven members of this club, namely, the president, president-elect, vice-president, secretary, assistant secretary, treasurer, four members (one for each avenue of service), and the immediate past president.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting, not less than one month prior to the meeting for election of officers¹, the presiding officer shall ask for nominations by members of the club for president, president-elect, vice-president, secretary, assistant secretary, treasurer, and four directors (one for each avenue of service). The nominations may be presented by a nominating committee or by members from the floor. The nominating committee shall consist of the immediate past president and one or more past presidents or individuals appointed by the president. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting; provided, however, that in the event there is only one candidate for each such open position, no ballot shall be required and the vote may be conducted by voice vote without a ballot. The candidates for president, president-elect, vice-president, secretary, assistant secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The four candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year. The president-nominee shall take the title of president-elect on 1 July in the year prior to taking office as president.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Within one month after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms and such assistant officers as the board shall determine as are necessary or advisable to assist the elected officers.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 4 Duties of Officers and Directors

Section 1 – *President*. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

Section 2 – *President-elect*. It shall be the duty of the president-elect to serve as a director, to perform such other duties as may be prescribed by the president or the board and be responsible for and/or oversee membership development, orientation, directory, attendance, and classification determination; Christmas party; presentation of Allen Rank Award, Wyomissing High School Honors Banquet in March; presentation of William Kutz Award, Wilson High School Awards Banquet in May; attend PETS; District Assembly; and, changeover program.

Section 3 – *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president, to perform other duties as ordinarily pertain to the office of vice-president and to be responsible for and/or oversee weekly programs and thank you notes; chair major fundraiser; induction of new members; and, fireside chats.

Section 4 – *Secretary and Assistant Secretary*. It shall be the duty of the secretary and assistant secretary to keep membership records; record attendance at meetings; prepare and distribute dues invoices and coordinate with the treasurer as to collection and recordation of payment, send out notices of club board meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership

¹ The election is to be held at the annual meeting during December. Article 5, Section 1.

on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform 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 it to the club annually and at any other time upon demand by the board, receive and record dues payments, and to perform 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.

Section 6 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be pre-scribed by the president or the board.

Section 7 – Director of Club Service. The duties of the director of club service shall include fellowship (invocations, birthdays, greeters and sympathy cards and flowers); membership; fundraising (Children’s Theatre and other fundraisers); magazine committee; public relations; Paul Harris presentations; and Rotary Foundation.

Section 8 – Director of Vocational Service. The duties of the director of vocational service shall include vocational awareness; vocations at work; vocational awards (Peter J. Stralo Book Award and the Student of the Month Award at Wilson and Wyomissing High Schools annually); and, ethics workshop for youth programs (New Generations Youth Leadership Conference and High School Conference on Leadership and Ethics).

Section 9 – Director of Community Service. The duties of the director of community service shall include community development (Reading Symphony Orchestra student sponsorship and District Simplified Grants); environmental protection (Adopt-A-Highway); human development (Camp Neidig); and partners in service (Interact and Rotaract Clubs with schools and colleges).

Section 10 – Director of International Service. The duties of the director of international service shall include youth exchange; international youth projects; world fellowship; and, Big Heart, Small World Award.

Section 11 – Immediate Past President. The immediate past president shall provide assistance and guidance to the president and shall chair the nominating committee.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held during December in each year., at which time the election of officers and directors to serve for the ensuing year shall take place. The date of such meeting shall be set by the Board and announced at each regular meeting during November..

Section 2 – The regular weekly meetings of this club shall be held on (day) Thursday at noon.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) 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, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

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 on a date and at a time to be determined by the Board from time to time. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The admission fee shall be \$65.00 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues shall be \$145.00 per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member’s subscription to the RI official magazine. Members joining during the year shall be charged pro-rata dues until the next payment date.

Section 3 – Dues shall be payable automatically without notice, however, the secretary shall endeavor to provide notice of the dues (as provided below).

Section 4 – The admission fee and dues may be changed from time to time by resolution of the Members upon the recommendation of the Board provided that not less than ten days notice of the proposed change shall be given to the Members. A record of any such change in the admission fee or dues shall be appended to these

bylaws.

Section 5 – The directors may provide that in the event dues are not paid within thirty days of the due date (January 1st and July 1st), the amount of dues shall be increased thereafter in such reasonable amount as the Board has determined but not more than ten percent per month.

Article 7 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 unless there is only one candidate nominated for any such position. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Article 8 Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president-elect, president, and immediate past president 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 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 should be appointed as follows:

- Membership
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- Club Public Relations
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- The Rotary Foundation
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- Fundraising
This committee should develop and implement plans to financially support the activities of the club.

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (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 take action 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, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

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 reference to appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International Service when developing plans for the 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 presentation to the board in advance of the commencement of the year as noted above.

Article 11 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 for a specified length of time.

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 shall be divided into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and for 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 on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

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. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary 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, 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. Publication to the Club shall be given in the manner provided herein below for notice.

Section 5 – 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 the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the chair of the membership committee, in conjunction with the secretary, shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the secretary or assistant secretary will report the new member information to RI and the membership chair will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 14 Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 15 Order of Business

Meeting called to order. Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business. Address or other program features.

Adjournment.

Article 16 Amendments

Section 1 – 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 made 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 standard Rotary club constitution and with the constitution and bylaws of RI.

Section 2 – Notwithstanding the foregoing, in the event of any amendment or any addition to these bylaws which is required to be included in the standard Rotary club pursuant to the direction of RI, such amendment or addition may be accomplished by resolution of the board with notice to members.

Article 17 Personal Liability of Directors

Section 1, General Rule – A director of the club shall not be personally liable for monetary damages for any action taken or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect. The provisions of this Section are intended to exempt the directors of the club from liability for monetary damages to the maximum extent permitted under the Pennsylvania law nor or hereafter in effect.

Section 2, Specific Rule – Without limitation of Section 1 above, a director of the club shall not be personally liable for monetary damages for any action taken or any failure to take any action, unless (1) the director has breached or failed to perform the duties of his/her office; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of the preceding sentence shall not exempt a director from: (a) the responsibility or liability of a director for the payment of taxes pursuant to local, state or federal laws.

Article 18 Indemnification

Section 1, General Rule – Subject to the provision of Section 2 below, the club shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his/her heirs, executors and administrators) who was or is a party, witness or other participant, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, actions by or in the right of the club), by reason of the fact that he/she is or was a director or officer of the club, or is or was serving at the request of the club as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, and may, to the fullest extent permitted under the law of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors and administrators) who was or is a party, witness or other participant, or is threatened to be made a party, witness or other participant, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitations, actions by or in the right of the club), by reason of the fact that he/she is or was an employee or agent of the club, or is or was serving at the request of the club as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 2, Standard of Conduct – Indemnification shall be provided under Section 1 above only if it is determined that: (a) the person seeking indemnification acted in good faith in a manner he/she reasonably believed to be in or not opposed to the best interests of the club; and (b) the act or failure to act giving rise to the claim for indemnification does not constitute willful misconduct or recklessness. Notwithstanding the foregoing, no person shall be indemnified in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 3, Procedure – Indemnification under Section 1 above (unless ordered by court) shall be made by the club only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct set forth in Section 2 above. All such determinations shall be made by the board of directors.

Section 4, Advance Payment of Expenses – Subject to such terms, conditions and limitations, if any, as the board of directors may in its discretion determine to be appropriate, the club shall (in the case of a director or officer) and may (in the case of an employee or agent) advance all reasonable expenses (including attorneys' fees, court costs, transcript costs, fee of experts and witnesses, travel expenses and all other similar expenses) reasonably incurred in connection with the defense of or other response to any action, suit or proceeding referred to in Section 1 above upon receipt of an undertaking by or on behalf of the person seeking the advance to repay all amounts advanced if it shall ultimately be determined upon final disposition or such action, suit or proceeding determined upon final disposition of such action, suit or proceeding that he is not entitled to be

indemnified by the club under the provisions of this Article. Notwithstanding the provisions of the preceding sentence, the Association shall not be required to make any advance payment of expenses (or to make any further advance if one or more advances shall have been previously made) in the event that a determination is made by the board of directors that the making of any advance or further advance would be inappropriate in the circumstances because there is reason to believe that the person seeking the advance did not meet the applicable standard of conduct set forth in Section 2 above.

Article 19 Notices

Any notice required under these bylaws may be given by any of the following means: (1) mail, first-class, postage prepaid to the last address of record in the club records in which event the notice shall be deemed given upon the date it shall have been deposited in the U.S. Mail; (2) by personally handing same to the member at a meeting or such other time; (3) by announcement at two consecutive meetings that the document is available at the meeting for distribution by or on behalf of the secretary; (4) by announcing at two consecutive meetings by either reading the contents of the notice or announcing that the notice is available at the meeting; and/or (5) by e-mail at such e-mail address as shall have been provided by the member to the club as it shall appear at the time of the notice in the Members Section of the Club website, in which event the notice shall be deemed given upon the sending of the e-mail provided that no return notice shall be received that it is, for any reason, undeliverable.