

Bylaws of the Ludlow Rotary, MA
Amended December 2013
Amended March 2016
Amended December 2017

Article I 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 or corporate member, of this Club
4. RI: Rotary International
5. Year: The twelve-month period that begins on 1 July
6. Club: Ludlow Rotary
7. Foundation: Ludlow Rotary Charitable Foundation Inc.

Article 2 Board

The governing body of this Club shall be the board consisting of a minimum of 5 members of this Club, to wit, the president, president-elect, vice-president, secretary, treasurer, and the sergeant-at-arms. At the discretion of the board, the immediate past president and a minimum of 1 director elected in accordance with article 3, section 1 of these bylaws can be added.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the Club for president, president-elect, vice-president, secretary, treasurer, and 1 director. The nominations may be presented by members from the floor. If it is determined to use a nominating committee, such committee shall be appointed as the Club may determine. 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. If unable to be present at annual meeting, you may submit your vote by proxy. The candidates for president, president-elect, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidate for director receiving a majority of the votes shall be declared elected as director. All candidates nominated for the position of officer or director must be a member of the Ludlow Rotary for a minimum of one year. The candidate for president elected in such balloting shall be the president-elect and serve as a director for the remainder of the current year and shall assume office as president on July 1st immediately following.

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

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.

Section 5 – The term of each officer and board shall be for a period of one (1) year with the option of a second term. No officer or director shall serve more than a two year term, unless approved by a majority of the members.

Article 4 Duties of Officers and Members

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 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 the board in the absence of the president; order supplies for the Club; booking speakers; maintain Club calendar and to perform other duties as ordinarily pertain to the office of vice-president.

Section 4 – Secretary. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of Club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership 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; to invoice members for payment of dues; and to perform other duties as pertains 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 include the proper setup of the meeting, checking in members and guests, receiving payment and the sale of raffle tickets.

Section 7 – Members. Each member shall belong to a minimum of one (1) committee.

Section 8 – Honorary Membership

Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and are considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this Club.

The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one Club.

Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this Club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this Club. No honorary member of this Club is entitled to any rights and privileges in any other Club, except for the right to visit other Clubs without being the guest of a Rotarian.

Section 9 – Corporate Membership

A corporate entity or organization can become an eligible corporate member of Ludlow Rotary

Once an entity becomes an eligible corporate member through the established approval process, it may appoint up to two persons to be its designees (for a total of 3 members), one of whom must be a member of that entity's senior executive group; the others can be managerial individuals employed full time by the eligible corporation.

The club will determine the ability of the eligible corporation to change any of its designees so long as at all times one of them is a member of the eligible corporation's senior executive group.

A corporate designee will be formally inducted into the club as established by the club.

The attendance requirement for corporate membership follows the same guidelines as outlined in the Club Bylaws.

The Main member of the corporation will be registered with Rotary International with the Corporate Designees appearance counting towards attendance in the absence of the main corporate member.

Only the main member of a Corporate Membership can hold office.

For the purpose of general meetings and club matters the Corporate Membership will get 1 vote provided the Corporate Membership is in good standing.

Section 10 – Associate Membership

Associate Membership Program would allow an individual to become associated and acquainted with a Rotary club, its members, its programs and projects, and the expectations of club membership with the intent of becoming an active member.

Approval

Prospective members interested in an associate member category will be approved by the Rotary club through the same process that is already established and in effect for an active member candidate.

Term

An individual can hold the position of associate member for a period of 12 months at which time the associate member will have to decide to become an active member or renew associate membership upon timely payment of associate membership dues.

Attendance Requirement

None

Classification

The associate member is assigned the specific classification of "Associate Member". Because an associate member is not an official member of the Rotary club, this classification is not included in the classification limits set forth in the RI Constitution, Article 5 Section 2(b).

RI Registration

The associate member will not be listed as an official member of the Rotary club. The associate member will be listed as an associate member of the Rotary club.

Voting on club matters

Associate members will not have the ability to vote on club matters

Holding office

Associate members are not entitled to hold any club officer position but are highly encouraged to work with club committees.

Financial obligations

Associate members will have the following financial obligations:

Associate Member Fee: \$25.00

RI dues: Because associate members are not official members of the club, RI dues do not apply.

Annual dues: \$0

Meal/beverage costs: \$13 per meal not eligible for raffle

Change of membership status from associate to active: The \$25 already contributed towards their "Associate Member" status will be applied towards the \$25 Application fee for "Active Member" status so pro-rated Membership dues would be applicable.

Bulletin and communication

An associate member shall receive the club's weekly bulletin/newsletter and all regular club communications.

Receipt of *The Rotarian* or Rotary regional magazine

An associate member shall receive a relevant copy of the RI magazine in the form of a donation. Members will be encouraged to bring their old copies of the magazine in so the membership committee can use them to give to an associate member.

Public liability cover

The associate member will be included under the respective club liability insurance while participating in any approved club activities or projects, if applicable.

Participation in youth activities

The associate member is expected to abide by all restrictions, policies, and procedures with respect to club activities involving youth.

Termination

The process for terminating the membership of an associate member will be the same as it is currently for an active member

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this Club shall be held on the first Wednesday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. The Board shall meet on the first Wednesday of November to discuss potential candidates for election.

Section 2 – Biweekly Meeting. The regular biweekly meetings of this Club shall be held on Wednesday at 12:00 PM.

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 quarterly following the regularly scheduled meeting. 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 new member fee shall be \$25.00 to be paid along with the membership due upon acceptance, except as provided for in the standard Rotary Club constitution, article 11.

Section 2 – The membership dues shall be an amount set forth by the board of directors and approved by a quorum of the membership, payable annually on the first day of May. If the membership dues are not paid in full by June 15th then renewing members must re-apply and will be subject to the new member fee of \$25.00.

Section 3 – Prorated dues for new members that are admitted to the Club will be calculated by the treasurer.

Section 4 – The fees and dues are to be reviewed and may be amended at the annual policies and procedures

meeting in May.

Article 7 Method of Voting

Section 1 -The business of this Club shall be transacted by *viva voce** vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Section 2 – The member, or some other person designated by such member to act as proxy on that member’s behalf, shall be entitled to cast a vote on behalf of that member at all meetings of members. The designation of such proxy shall be made in writing to the Secretary and shall be revocable at any time by written notice to the Secretary by the member issuing the proxy.

Section 3 – All members may vote either in person, by proxy (as stated above) or via email.

(Note: Viva voce vote is defined as when Club voting is conducted by vocal assent.

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, president-elect, 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 two 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.

List of Committees

- **Membership**
This committee should develop and implement a comprehensive plan for the recruitment and retention of members. See Membership Committee Manual for detailed list of responsibilities.

- **Public Relations and Marketing**
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. Such responsibilities shall include providing a web presence, advertising and promoting Rotary. Responsibilities also will include advising the district newsletter.

- **The Rotary Foundation**
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

- **Service Projects Committee**
This committee should develop and implement service projects for Rotary. 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 shall be comprised of sub-committees and will be responsible for such events as:
 - Food Drive
 - Toiletry Drive
 - Toys for Tots
 - Battery Exchange
 - Grants Committee
 - Additional subcommittees may be added at the discretion of the members.

- **Interact**
 - This committee should act as a liaison with the local Interact Club to assure it is in compliance with the Rotary constitution and ideals.
 - The committee shall be responsible for regular meetings and activities of the local Interact Club, supervise and coordinate the work of the local Interact Club, and report to the Club on all the Interact activities

- **Finance**
This committee should develop and implement strategies for proper and fair allocation of the funds of the Rotary pursuant to criteria of the Club and the wishes of the majority of the Rotary members.

- **Grants**
This committee should apply for grants and develop strategies and procedures to allocate and receive said grants.

- **Scholarship**
This committee should develop and prepare guidelines for the scholarship application and develop procedures for the selection of the scholarship candidates.

- **Foundation – Ludlow Rotary Charitable Foundation Inc.**
This committee should develop and prepare guidelines for the Club foundation and develop procedures for the allocation of funds for and from the foundation.

Additional ad hoc committees may be appointed as needed.

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.

The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon. When feasible, a minimum of one board member shall be part of each committee.

Each committee will have a chair that 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/Club on all committee activities. In the absence of the chair at a regular meeting, the chair shall direct another committee member to report on his/her behalf. The chair shall be responsible to update the Club members as to the result of their efforts.

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.

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 on a case by case basis provided an LOA has not been granted in the past year

(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 provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the Club.)

Article 12 – Termination of Membership

Section 1 – Non-payment of Dues

- a. Process - Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- b. Reinstatement. The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 8, section 2 of the Rotary International Standard Rotary Club Constitution.

Section 2 - Non-payment of Invoices

- a. Process - Any member failing to pay any outstanding invoices within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the invoice(s) are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- b. Reinstatement. The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 8, section 2 of the Rotary International Standard Rotary Club Constitution.

Section 3 - Other Causes

- a. Good Cause - The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members present and voting, at a meeting called for that purpose. The guiding principles for this 206 MANUAL OF PROCEDURE 2013 meeting shall be article 7, section 1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member of the Rotary International Standard Rotary Club Constitution.
- b. Notice - Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

Section 4 - Right to Appeal, Mediate or Arbitrate Termination

- a. Notice - Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 16 of the Rotary International Standard Rotary Club Constitution.
- b. Date for Hearing of Appeal - In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.
- c. Mediation or Arbitration - The procedure utilized for mediation or arbitration shall be as provided in article 16 of the Rotary International Standard Rotary Club Constitution.
- d. Appeal - If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.
- e. Decision of Arbitrators or Umpire - If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

- f. Unsuccessful Mediation - If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

Section 5 - Board Action Final

Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 6 -Forfeiture of Property Interest

Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club if, under local laws, the member may have acquired any right to them upon joining the club.

Article 13 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. A quarterly financial report shall be presented to the board of directors.

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. All Directors and Officers are covered under the District D & O insurance for the Bond. There is a \$3.0MM policy with crime insurance for the Treasurer of \$30,000 per incident.

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 one (1) annual period extending from 1 July 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.

Section 7-All funds resulting from fundraising events shall be deposited into the foundation account with a minimum of 25% to remain in the foundation general fund, except for events for the Club which all funds from fundraising for the Club is deposited into the Club account.

Article 14 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 Membership Committee in writing. The Membership Committee shall then present the name of the prospective member at the next Rotary Club meeting. 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 Membership Committee shall ensure that the proposal meets all the membership requirements of the standard Rotary Club constitution.

Section 3 – The Membership Committee shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer of its decision.

Section 4 – If the decision of the Membership Committee 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.

Section 5 – If no written objection to the proposal, stating reasons, is received by the Membership Committee 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 Membership Committee, 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 Membership Committee shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the secretary will report the new member information to RI and the membership committee 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 Membership Committee.

Article 15 Resolutions

The Club shall not consider any resolution or motion to commit the Club on any matter until the board has approved that the resolution or motion falls within the guidelines outlined in the Club constitution. Such resolutions or motions, if offered at a Club meeting, shall be referred to the board without discussion. If said resolution or motion is in harmony with the Rotary Club constitution and with the constitution and bylaws of RI, the board shall bring the resolution or motion to the Club for a vote.

Article 16 Order of Business

Lunch Served	12:00-12:30 PM
Meeting called to order.	12:30 PM
Introduction of visitors.	
Committee reports if any.	
Correspondence, announcements, and Rotary information.	
Any unfinished business.	
Any new business.	
Address or other program features.	
Adjournment	1:00 PM

Article 17 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 standard Rotary Club constitution and with the constitution and bylaws of RI.