

**Rotary Club of Brunswick**

**CLUB #6296, District #7780**

**Organized on May 19, 1925 Charter Number 2056**

**Bylaws**

**As amended May 17, 2010**

## **Article I Definitions**

As used in this set of Bylaws, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International
6. Year: The twelve-month period, which begins on 1 July.
7. Mail: Will include the utilization of electronic mail (e-mail) and Internet technology

## **Article II Officers**

Section 201. Officers The Officers of the Rotary Club of Brunswick are as follows: President, President-Elect, Vice-President, Secretary, and Treasurer, Past President.

Section 202. Nominating Committee At the first Club meeting in October or as soon thereafter as reasonably possible the President shall appoint a Nominating Committee for President, President-Elect, Vice-President, Secretary, Treasurer, and four members of the Board of Directors, plus any members needed to fill vacancies, consisting of five members of the Club, three of whom are past presidents of the Club, and two from the general membership; one of the members will be appointed chairperson of the committee. The Committee shall consult with the current President, President-Elect, and Vice-President regarding candidates for nomination to ensure a smooth transition in the Club leadership. At the first Club meeting in November or as soon thereafter as is reasonably possible the Committee shall report to the Club its nominations. It is the custom of the Club, but not a requirement, that the current President-Elect be nominated for President and that the current Vice-President be nominated for President-Elect.

Section 203. Election of Officers At the third Club meeting in November or as soon thereafter as is reasonably possible the President shall declare the names reported by the Nominating Committee placed in nomination. The President shall then open the floor to further nominations for any office. If there are no nominations from the floor for a particular office, the President shall declare the nominee for that office elected. If there is a nomination from the floor for an office, the entire Board shall be voted on by secret ballot. Election to any contested office is by plurality vote.

- a. Each officer shall take office on 1 July immediately following election and shall serve for a one year term of office or until a successor has been duly elected. Each Director shall take office on 1 July immediately following election and shall serve for two years.
- b. Each officer and director shall be a member in good standing of this Club. The President-Elect shall attend the District Presidents-Elect Training Seminar (PETS) and the District assembly unless excused by the Governor-Elect. If so excused

from the District PETS, the President-Elect shall attend an alternative PETS.

Section 204. Sergeant-At-Arms The newly elected President shall appoint a member of the Club to act as Sergeant-At-Arms during that President's term of office.

Section 205. Office Vacancies The remaining members of the Board shall nominate and elect a club member to fill a vacancy in any office or in the Board of Directors for the unexpired term.

### **Article III Board of Directors**

Section 301. Board of Directors The governing body of the Club is the Board of Directors, consisting of six officers and eight directors, each of whom have one vote. Four of the directors shall be elected each year for two year terms in accordance with Section 203. The officers shall consist of the following positions: President, President-Elect, Vice-President, Secretary, Treasurer, and immediate Past President, who serve for one-year terms. It is intended that four of the directors will be replaced each year.

### **Article IV Duties of Officers**

Section 401. President The President shall preside at meetings of the Club and Board of Directors and shall perform such other duties ordinarily as pertain to this office.

Section 402. President-Elect The President-Elect shall preside at meetings of the Club and Board in the absence of the President, shall be a member of the Brunswick Rotary Community Fund Board of Trustees, and shall perform such other duties as may be prescribed by the President or the Board of Directors.

Section 403. Vice-President The Vice-President shall preside at meetings of the Club and Board of Directors in the absence of the President and President-Elect and shall perform such other duties as may be prescribed by the President of the Board of Directors.

Section 404. Immediate Past President The Immediate Past President's role shall be to support and advise the current President.

Section 405. Secretary The Secretary shall do the following:

1. Keep the records of membership.
2. Record the attendance at meetings.
3. Send out notices of Club and Board meetings.
4. Record and preserve the minutes of these meetings.
5. Make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International on January 1<sup>st</sup> and July 1<sup>st</sup> of each year; the report of changes in members, which shall be made to the general secretary of Rotary International; the monthly report of attendance at Club meetings which shall be made to the District Governor immediately following the last meeting of the month.

6. Collect and remit to Rotary International, subscriptions to *The Rotarian*.
7. Collect dues and turn over the proceeds to the Treasurer.
8. Perform such other duties as ordinarily pertain to this office.

Section 406. Treasurer The Treasurer shall have custody of all funds, accounting for them to the Club and annually to the board of directors at its monthly board meeting plus at any other time upon request by the Board of Directors; shall work cooperatively with any appointed assistant treasurer or any treasurer of a fund raising event (all such treasurer positions to be non-voting if attending meetings of the Board of Directors); shall be an ex officio member of the Brunswick Rotary Community Fund Board of Trustees and shall perform such other duties as pertain to the office of treasurer. Upon retirement from office the Treasurer shall turn over to the successor treasurer or to the President all funds and books of accounts plus any other Club property pertaining to this office.

Section 407. Authority The Board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 408. Board Action Final The decision of the Board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate members, a member may either appeal to the club or request arbitration. If appealed, a decision of the Board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the Board, provided a quorum is present and notice of the appeal has been given by the Secretary at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

## **Article V Meetings**

Section 501. Annual Meeting An annual meeting of the Club shall be held ordinarily at the third Club meeting in November in each year at which time the election of officers and directors to serve for the ensuing year shall take place. An annual meeting for such election shall be held not later than 31 December in any year.

Section 502. Weekly Meetings The regular weekly meetings of the Club shall be held at a time and place determined by the Board of Directors. The Secretary shall give reasonable notice of any changes in or cancellation of the regular meeting to all members of the Club.

For good cause, the Board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

a. The Board may cancel a regular meeting if it falls on a legal holiday or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community, which endangers the lives of the club members. The Board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that the club does not fail to meet for more than three consecutive meetings.

Section 503. Quorum Requirements One-third of the membership shall constitute a quorum at the meetings of the club.

Section 504. Board Meetings Regular monthly meetings of the Board shall be held at a time and place designated by the Board. Special meetings of the Board may be called by the President, whenever deemed necessary, and shall be called, upon the request of any three members of the Board. Where exigent circumstances prevent the meeting of the board in

person, at the direction of the president board discussion may be held by telephone conference call and votes may be taken by telephone, with each board member identifying him or herself, or by email, with the secretary verifying the email of the voting member and duly recording the vote of each member in the board minutes. All such telephone or electronic votes shall be ratified at the next regular meeting of the board.

Section 505. Quorum at Board Meetings A majority of the members of the Board shall constitute a quorum.

## **Article VI Fees and Dues**

Section 601. Admission Fee The admission fee shall be determined by the Board of Directors. It must be paid before the applicant can qualify as a member. Any member transferring or former member of another club who is accepted into membership of this club shall not be required to pay a second admission fee.

Section 602. Membership Dues The membership dues shall be determined by the Board of Directors, payable semi-annually on the first day of January and July. 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. Extenuating circumstances will be considered on an individual basis by written communication to the Club President. Half the cost of each member's subscription to *The Rotarian* shall be deducted from each semi-annual payment.

Section 603. Other Fees All members are expected to participate in our fund raising projects.

## **Article VII Method of Voting**

Section 701. Voice Vote Except in Certain Cases Except for the election of officers and directors and except for those cases in which the majority vote cannot be otherwise determined, the business of the Club shall be transacted by voice vote. In the excepted cases, the vote shall be by written ballot or by electronic ballot by means of a system adequate to prevent fraud. Election of officers and directors may be by voice vote if the nominated officers and directors are uncontested.

## **Article VIII Committees**

Section 801. Standing Committees Standing committees shall be Club Administration, Club Public Relations, Club Membership, Club Service Projects, and Rotary Foundation, and Fund Raising Committee. Each committee shall consist of a chair person who shall be appointed by the president from the membership of the Board and not fewer than two other Club Members. Additional committees such as ad hoc or other club committees shall be under the appropriate standing committee. Article IX describes the duties of each committee.

Section 802. Ad Hoc Committees Subject to the approval of the Board, the President may also appoint ad hoc committees on particular phases of club service as described in section 801 when deemed necessary.

Section 803. Club Committees Subject to the approval of the Board, the President may appoint any other committees deemed necessary for the internal administration of Club affairs.

Section 804. Continuity of Membership When feasible in appointing Club committees, the President shall provide for the continuity of membership, either by appointing one or more members for a second term or by appointing one or more

members to a two year term.

Section 805. Ex Officio Member The President is a nonvoting ex officio member of all Committees.

Section 806. Committee Action Each committee shall transact the business delegated to it in the bylaws and such additional business as may be referred to it by the President or the Board of Directors. Except where special authority is given by the Board, committees shall not take action which might bind or obligate the club in any manner until a report has been made to and approved by the Board.

## **Article IX Duties of Committees**

Section 901. Administration Committee The role of the Administration Committee is to conduct activities associated with the effective operation of the club. It is only through efficient club operations that a Rotary club can provide service to its community, retain members, and develop leaders for the club, district, and Rotary International. The duties of this committee may include, but are not limited to arranging for speakers or programs for the weekly meetings, club communications including maintaining the club website, helping the secretary track club attendance, promoting fellowship among club members, and conducting any other activities associated with the effective operation of the club.

Section 902. Membership Committee The role of the Membership Committee is to develop and implement an action plan for membership development. To be effective, a Rotary club needs members. Our club's ability to serve the community, support The Rotary Foundation, and develop leaders capable of serving Rotary beyond the club level is directly related to the size and strength of our club's membership base. The duties of this committee may include, but are not limited to developing committee goals to achieve club membership goals for the year, conducting club assessments to determine strengths and weaknesses, work with the public relations committee to create a positive club image that is attractive to prospective and current members alike, develop programs to educate and train new and current club members, sponsor newly organized clubs as applicable.

Section 903. Public Relations Committee The role of the Public Relations Committee is to inform the public about Rotary and promote the club's service projects and activities. Having strong public relations ensures that communities around the world know that Rotary is a credible organization that meets real needs. The duties of the committee may include, but are not limited to developing committee goals to achieve the club's public relations goals for the coming year, promoting Rotary and the Brunswick Rotary Club in our community, working with club members to maximize public relations efforts, understanding the components of public relations that will help in promotional efforts, and knowing Rotary's key messages and be able to use them effectively.

Section 904. Service Projects Committee The role of the Service Projects Committee is to help develop and implement educational, humanitarian and vocational service projects that help our community and communities in other countries. The duties of the committee include, but are not limited to; developing committee goals to achieve our club's service project goals, conducting service projects that include assessments, planning, and evaluation, creating a balanced program of service, working with other organizations, volunteers, and committee members to maximize the impact of our projects, understanding liability issues that affect our club projects and activities.

Section 905. Rotary Foundation Committee The role of the Rotary Foundation Committee is to develop and implement plans to support the Foundation through program participation and financial contributions. The duties of the committee include, but are not limited to, developing committee goals to achieve club Foundation goals for the year, educate and train club members about the Foundation, encourage and facilitate participation in Foundation programs, and ensure that our club and members contribute to The Rotary Foundation.

Section 906. Fund Raising Committee The role of the Fund Raising Committee is to develop and implement projects and other fund raising efforts to support the clubs service projects and other club expenses beyond what is raised through dues, initiation fees, and meal charges. This committee will work closely with club leaders, the treasurer and service projects committee to determine fund raising goals and appropriate projects. The duties of the committee include, but are not limited to, developing fund raising financial goals for the year, determining appropriate projects to meet the financial goals, establishing budgets, identifying resources, determining logistics, organizing volunteers, coordinating with the public relations committee, and having effective post-event evaluations.

## **Article X Membership**

Section 1001. General Qualifications This club shall be composed of adult persons of good character and good personal, business, or professional reputation.

Section 1002. Kinds This club shall have two kinds of membership, namely: active and honorary.

Section 1003. Active Membership A person possessing the qualification in Section 1001. may be elected to active membership in this Club. No person shall simultaneously hold active membership in this Club and membership in another club with Rotary affiliation.

Section 1004. Transferring or Former Rotarian A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or surrounding area. The former club may also propose the transferring of former member of a club being proposed to active membership under this section.

### Section 1005. Honorary Membership

a. Eligibility. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this club by its Board. The term of such membership shall be as determined by the Board. Persons may hold honorary membership in more than one club.

b. Rights and Privileges. 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 1006. Automatic Termination Membership shall automatically terminate when a member no longer meets the membership qualifications.

## **Article XI Classifications**

Section 1101. General Provisions Each member shall be classified in accordance with the member's business or profession. The classification shall be that which describes the principal, current or former, and recognized activity of the firm, company, or institution with which the member is or was connected or that which describes the member's principal and recognized business or professional activity.

Section 1102. Correction or Adjustment If the circumstances warrant, the Board may correct or adjust the classification of

any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing.

Section 1103. Limitations This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10% of the club's active membership. Members who are retired shall not be included in the total number of members from a classification. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations. No one who was member of a Rotary Club as of 1 July 2001 shall lose membership by reason of enactment 01-148 adopted by the 2001 Council on Legislation at RI.

## **Article XII Method of Electing Members**

Section 1201. Active Membership The method of electing members is as follows:

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.
2. The board, or its designee, shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.
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.
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.
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.

6. Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president 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.

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

**Article XIII Attendance** Section 1301. General Provisions Each active member should attend the club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for 60% of the meeting, or is

present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board that such action was reasonable, or makes up for an absence in any of the following ways:

1. 14 Days before or after the meeting. If, within (14) days before or after the regular time for that meeting, the member: attends at least 60% of the regular meeting of another club or provisional club; or attends a regular meeting of a Rotaract or Interact Club or provisional clubs; or attends a convention of RI, a council of legislation, an International Assembly, a Rotary Institute, a Rotary District Conference, or other such similar Rotary events; or is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or attends and participates in a club service project or a club-sponsored community event or meeting authorized by the Board; or attends a board meeting or if authorized by the board, a meeting of a service committee to which the member is assigned.

2. Out of Country. When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

Section 1302. Excused Absences A member's absence shall be excused if the absence complies with the conditions and under circumstances approved by the Board. The Board may excuse a member's absence for reasons, which it considers to be good and sufficient. The member may also be excused if the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more, and the member has notified the Club Secretary in writing of the member's desire to be excused from attendance and the Board has approved.

Section 1303. Leave of Absence Upon written application to the Board setting forth good cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified time.

Section 1304. Attendance Records Any member whose absences are excused shall not be included in the membership figure used to compute the club's attendance nor shall such absences or attendances be used for that purpose.

Section 1305. Attendance Percentages A member must attend or make up at least 50% of the club regular meetings in each half of the year. If a member fails to attend as required, the member's membership shall be subject to termination unless the board consents to such non-attendance for good cause.

Section 1306. Consecutive Absences Unless otherwise excused by the Board for good and sufficient reason, each member who fails to attend or make up four consecutive regular meetings, may be informed by the Board that the member's non-attendance is considered a request to terminate membership in this club. Thereafter, the Board by a majority vote may terminate the member's membership.

Section 1307. Other Causes for Termination 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, at a meeting called for that purpose. Prior to taking any action, the member shall be given at least ten (10) days written notice by certified mail/ registered mail return receipt requested 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. When the Board has terminated the membership of a member as provided for in this section, the club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of the club or of the

arbitrators has been announced.

## **Article XIV Finances**

Section 1401. Bank Account The Treasurer shall deposit all funds of the Club in a bank approved by the Board.

Section 1402. Financial Supervision All funds to be paid will be paid by the treasurer or other authorized officer, only when approved by the president. When it is necessary for the president to sign the check the president shall seek approval from a board member. A thorough review of all financial transactions by a qualified person shall be made once each year. Checks in the amount of \$1,000 or more must be signed by both the Treasurer and President.

Section 1403. Bonding of Officers Officers or any members of the Club having charge or control of funds of the Club in the amount of \$5,000.00 or more shall give a bond as required by the Board for the safe custody of the funds of the Club. The cost of any such bond shall be borne by the Club.

Section 1404. Members' Dues The fiscal year of the Club is from July 1 to June 30. For the collections of members' dues, it is divided into two semi-annual periods – from July 1 to December 31, and from January 1 to June 30. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year on the basis of the membership of the Club on those dates.

Section 1405. Budget At the beginning of each fiscal year, the Board, with the input from the Treasurer, shall prepare a budget of estimated income and expenditures for the year, which, on approval by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by the Board.

Section 1406. Major Expenditures or Commitments of Funds When the club considers any expenditure of funds in excess of \$10,000 whether in the process of donating the funds, using them to raise additional funds, or other projects which would commit the use of funds over a single or multiyear period, the Board must present these projects to the membership for a vote.

Section 1407. The Brunswick Rotary Community Fund The club has established The Brunswick Rotary Community Fund under Section 501.c.3 of the Internal Revenue Code. Empowered as a separate board of trustees comprised of a club board member, the club President-Elect and one elected by the club membership, the Fund executes charitable gift functions support by the club. The separate by-laws of the Fund direct the trustees to assure IRS compliance to assure its tax-exempt status.

## **Article XV Resolutions**

Section 1501. Board Approval No action to commit the Club on any matter shall be considered to be approved by it until the Board has considered the matter. Any such proposed actions offered at a Club meeting shall be referred to the Board without discussion.

## **Article XVI Order of Business**

Section 1601. Order at Regular Club Meeting The order of business of a regular Club meeting is generally as follows: Meeting called to order, Invocation, Pledge of Allegiance, Introduction of visiting Rotarians and guests, Correspondence

and announcements, Committee Reports, Unfinished business, New business, Music and Humor, Sergeant-At-Arms, Address or other program feature, Adjournment.

Section 1602. Meeting The meeting is usually one hour to one and one-quarter hours in length.

## **ARTICLE XVII INDEMNIFICATION**

**Section 1.** The club shall, to the extent legally permissible under the laws of the State of Maine, indemnify each person who is or was a trustee, officer, employee or agent of the corporation (including persons serving at its request as trustees, officers, employees or agents of another organization in which it has an interest with any and all such persons hereinafter sometimes referred to as “person” or “persons”) against all liabilities and expenses, including amounts paid in satisfaction of judgments, as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil, criminal, administrative or otherwise, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having such a director, officer, employees or agent of the corporation with the terms of these sections.

**Section 2.** The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent of the corporation may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms “director”, “officer”, or “agent” include their respective heirs, executors, administrators, and assigns.

**Section 3.** The club will not indemnify any such person in connection with (a) any matter or proceeding charging improper personal benefit to the person in the person’s official capacity, in which that person as adjudged liable on the basis that personal benefit was improperly received by that person, (b) any matter or proceeding as to which the person shall have been found not to have acted in good faith, or (c) any matter involving moral turpitude.

## **ARTICLE XVIII GENERAL**

**Section 1.** Savings.

The invalidity or unenforceability of any section of these Bylaws shall not affect the validity of the remaining portions thereof.

**Section 2.** Headings.

Marginal headings are for the purpose of convenience only, and the words contained therein shall in no way be held to explain, modify, or aid in the interpretation, construction, or meaning of the provisions of these Bylaws.

**Section 3.** Gender.

Wherever words are used in the masculine in these Bylaws they shall be read and construed to be in the feminine or neuter wherever they would so apply and wherever words are used in the singular or plural, they shall be read and construed to be in the plural or singular wherever they would so apply.

**Section 4.** Waivers.

No provision contained herein shall at any time be deemed waived by virtue of failure to enforce such provision.

### **Article XIX Amendments**

Section 1901. Amendment Procedure These bylaws may be amended at any regular meeting by majority of those present and voting, provided that notice of the proposed amendment was mailed to each member at least ten (10) days before the meeting. No amendment to these bylaws may be made which is not in harmony with the Club Constitution and with the Constitution and Bylaws of Rotary International.