

Westbrook-Gorham Rotary Board Meeting Minutes: September 12, 2022

Present: President Christine Johnson, Foundation Chair Steve Rand, VP Phil Spiller, PE Crystal A. Brown, Secretary Scott Linscott.

Meeting called to order about 11:05 AM by Christine

ACTION ITEMS

1) MOTION: Approve **July, 2022 meeting minutes**. MOTION/SECOND/APPROVED

2) PROPOSED BYLAW CHANGES

Reasoning:

VP is member of the board but, by bylaws, not elected until December which means they miss 6 months of the year they are VP and are not on the board. This change would make the VP elected in July with the rest of the board and be a board member 2 full years before presidency.

December Annual Meeting includes only 6 months of the current Rotary year and does not include our second largest fundraiser. A March annual meeting which would give us a more complete picture of the past club year.

DISCUSSION:

- Do Sargent of Arms, and Protection Officer positions warrant necessary board appointment? Do Rotary International standards or District 7780 require these officers be board members. Could we make discretionary, at -large, appointments according to involvement and interest?
- **MOTION:** The governing body of Westbrook-Gorham Rotary shall be President, Past President, President Elect, Vice President, Treasurer, and Secretary with to 2-4 other directors at large elected in accordance with Article 3, removing Protection Officer and Sargent at Arms, if in accordance with District 7780 and Rotary International policy. MOTION/SECOND/APPROVED
- **MOTION** To move the Westbrook-Gorham annual meeting from December to March. SECOND/APPROVED
- **MOTION:** Dues bills shall be issued by May 15 payable by June 15. SECOND

Discussion: we are billed by RI for all members listed on our role July 1, even if they are unpaid and have no intention of continuing. June 15 deadline for payment would give us time to see if non-payers intend to drop.

APPROVED

- **MOTION** – To adopt other minor changes to bylaws, including VP election in July with other officers, as presented (attached) and proposed by President Christine Johnson.
SECOND/APPROVED

All bylaw changes to now be presented to full membership for approval.

OLD BUSINESS

LOBSTER BAKE:

Successful, well-attended event (50), w DG Claudia Frost, Cindy Bell donated corn and potatoes, board voted online poll vote to use \$100 of the Lobster proceeds for the District Recovery Conference and \$200 added to the Youth Services budget line item.

Recovery Conference

Attended by Christine and Scott. Well-organized event with Rotarians and corporate sponsors and representatives of SUD organization, more than 200 in attendance. Vendor Information tables, good food, good speakers.

GOLF TOURNAMENT:

- As of 9/12/22 estimated fundraising to-date including currently uncollected amounts **is approximately \$22,000+ toward our \$24K goal**. 84 golfers. 21 teams. Costs projected to be less than \$8k.
- GPS format and size needed for golf cart advertising.
- **Sponsor solicitation deadline Thursday 9/15.**
- Coffee arrives by 7:15. 10:15-30 Box lunches arrive and be distributed by Subway staff..
- Set reminder to solicit large sponsors for 2023 in January with personal contacts. Rock Row, Calpine, Idexx, etc...
- Volunteers for setup should **arrive between 7 and 7:30 AM**

FOOD DRIVE SEPT. 3 REPORT

Large success. Raised \$455 in donations and collected 10+ Boxes and 10+ bags.
Need school logos for future food pantry drives for connection.
Hailey, a Westbrook Interact member came to help!

TREE/WREATH UPDATE:

Supplier secured but need prices. Steve to email Brianrofox@gmail.com as calls are not being returned.

WRVC House update – meeting with Kurt, Steve, and Judith tomorrow. Plan is Heavy Equipment WRVC students to prep the site for foundation. Building/Trades instructor Kurt apparently has a contractor lined up for foundation. More details after meeting.

NEW BUSINESS:

- Mtg with Windham Sebago Lake Rotary rep being planned about a potential Spring pizza challenge fundraiser. More info to come as this takes shape.

- Possible Romania trip info in the pipeline to visit sister clubs of ours and Windham Sebago Lake.

NEXT BOARD MEETING OCTOBER 11

MOTION TO ADJOURN 12:17

Bylaws of the Rotary Club of Westbrook-Gorham
Draft 9-11-2022 for board review

Article 1 Definitions

1. Board: The Board of Directors of the Rotary Club of Westbrook-Gorham
2. Director: A member of the Rotary Club of Westbrook-Gorham's Board of Directors
3. Member: A member, other than an honorary member, of the Rotary Club of Westbrook-Gorham
4. RI: Rotary International
5. Year: The twelve- month period beginning on July 1

Article 2 Board

The governing body shall be the board consisting of **7 8** members of the club, namely, the president, immediate past president, president-elect, vice-president, secretary, treasurer, **and** club protection officer, ~~and the sergeant-at-arms~~. At the discretion of the board **3 2** additional directors can be added, elected in accordance with article 3, section 1 of these bylaws. Should any officer serve two of the above roles simultaneously, the board may add other additional directors, elected in accordance with article 3, section 1 of these bylaws.

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 vice-president, secretary, treasurer, ~~sergeant-at-arms~~, and **2 3** other directors. The candidates for vice-president, secretary, ~~sergeant-at-arms~~, and treasurer receiving the majority of the votes shall be declared elected to their respective offices. The **2 3** candidates for director receiving a majority of the votes shall be declared elected as directors **effective on the first day of July next following the election and shall serve as officers during that year**. The candidate for **vice** president elected in such balloting shall ~~be the president nominee~~. ~~The vice-president shall~~ take the title of **vice president president-elect** on the first day of July next following the election and shall serve as an officer during that year. On July 1 immediately following that year, the **vice** president-~~elect~~ shall assume the office as president-**elect**. **The president-elect shall assume the office of president in the year following their year as president-elect**.

Section 2 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 3 – 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 the Officers

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 – *Immediate Past President*. It shall be the duty of the immediate past president to serve as director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – *President-elect*. It shall be the duty of the president-elect to **preside at meetings of the club and board in the absence of the president, perform other duties as ordinarily pertain to the office of president-elect, serve as a director**, and to perform such other duties as may be prescribed by the president ~~of~~ **or** the board.

Section 4 – *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~~ **to serve as a director**, to perform other duties as ordinarily pertain to the office of vice-president **and to perform such other duties as may be prescribed by the president or the board**.

Section 5 – Secretary. It shall be the duty of the secretary to maintain membership records; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report, as required, to RI, at least the semiannual reports of membership prior to 1 January and 1 July of each year; report changes in membership in a timely manner; and perform other duties as usually pertain to the office of secretary.

Section 6 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for them to the club annually and at any other time upon demand by the board, 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, **including all passwords and PINs required to access online applications and bank accounts.**

~~**Section 7 – Sergeant at arms.** The duties of the sergeant at arms shall be to set up for the regular meetings; greet arriving members and visitors; collect money for meals and raffle tickets; count the money and pass to the treasurer; and such other duties as are usually prescribed for such office.~~

Section 7 8 – Club Protection Officer. The duties of the Club Protection Officer shall be as specified in District 7780's Approved Policy for Prevention of Abuse and Harassment, as approved in 2018 and as shall be modified by the District.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of the club shall be held, as required by the policies of RI, in ~~December~~ **March** each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular meetings of the club shall be held on Tuesday at 11:30 A.M. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of the club.

Section 4 – Regular meetings of the board shall be held monthly, at a time set by the president. Special meetings of the board may 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 elected and appointed directors shall constitute a quorum of the board.

Article 6 Fees and Dues

The membership dues shall be set annually by the Board of Directors, payable semiannually **no later than the 15th of June and the 15th of December for the upcoming dues cycle** ~~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.

Article 7 Method of Voting

The business of the club shall be transacted by voice vote or show of hands, except the election of officers and directors, which shall be by ballot, if there are two or more candidates for a given office.

The board may determine that a specific resolution be considered by ballot rather than by voice vote or show of hands.

Article 8 Avenues of Service

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service (**also called Youth Service**). The club will be active in each of the Avenues of Service.

Article 9 Committees

Section 1 - Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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, as required by RI, should be appointed as follows:

- **Membership:** this committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Public Image:** 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.
- **Administration:** This committee should conduct activities associated with the effective operation of the club.
- **Service Projects:** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of the community and communities in other countries.
- **The Rotary Foundation:** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- **Additional ad hoc committees** may be appointed as needed.

Section 2 - The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 3 - 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.

Section 4 - 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.

Section 5 – Additional committees may be formed, as needed or desired by the Board of Directors. They may be new standing committees or time-limited and shall follow the policies as delineated in Articles 9 and 10 of these bylaws.

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 appropriate RI materials and the Avenues of 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 the 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 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 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 over the amount of \$1,000 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 every two years, within two months of the close of the fiscal year on 30 June. A thorough review shall also be made should the person holding the office of treasurer change more than two months after the previous review.

Section 5 – Officers having charge or control of club funds shall give bond as required for the safe custody of the funds, 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 each year based on ~~on the basis of~~ the membership of the club on those dates.

Section 7 – A yearly report of the finances of the club shall be made to the membership within 6 weeks of the end of the club's fiscal year on 30 June.

Article 12 Method of Electing Members

Section 1 – The name of a prospective member shall be submitted to the board in writing, through the club secretary. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The board shall approve or disapprove the proposal within 30 days of its submission. If the proposal was made by a member of the club, he/she shall be notified by the secretary, of its decision.

Section 3 – If the decision of the board is favorable, the prospective member shall be informed of the decision and asked for permission to have his/her name published to the club.

Section 4 – 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 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 shall be considered elected to membership.

Section 6 – Following the election, the president shall inform the new member of the purposes of Rotary and of the privileges and responsibilities of membership. The president or secretary 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 president will assign a member to assist with the new member's assimilation to the club. In order to involve the new member in club activities, he/she should be assigned to a club project as soon as is practicable.

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

Article 13 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 14 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 via regular U.S. Postal Service mail or electronic mail 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.

Draft revision of bylaws approved by the Board November 17, 2020