

Bylaws of the Rotary Club of Westbrook-Gorham
Approved by board 2-14-2024 Approved by Club Vote 3-19-2024

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 **6** members of the club, namely, the president, immediate past president, president-elect, vice-president, secretary, and treasurer with 2-4 directors-at-large elected in accordance with article 3, section 1 of these bylaw. 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, and 2-4 other directors. The candidates for vice-president, secretary, and treasurer receiving the majority of the votes shall be declared elected to their respective offices. The 2-4 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 take the title of vice president 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 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, and to perform such other duties as may be prescribed by the president or the board.

Section 4 – *Vice-President.* It shall be the duty of the vice-president 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.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of the club shall be held, as required by the policies of RI, in 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, 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 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 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, induction, membership card, and new member Rotary literature. In addition, the 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.

Section 8 – Recognizing the growing importance that businesses place on corporate social responsibility, the club has created a corporate membership option. Corporations can take part in projects that give back to the community through Rotary's well-organized structure. The Rotary Club of Westbrook-Gorham offers a corporate membership program for businesses, professional practices, government entities, educational institutions, and non-profits.

- i. Qualifications. The employees of any business are eligible for corporate membership in the Rotary Club of Westbrook-Gorham.
- ii. Members. Subject to the approval of the club's board, the business designates employees to serve as Primary or Alternate members of the Rotary Club of Westbrook-Gorham. Each Primary member may appoint up to three Alternates.
- iii. Attendance. All members (primary and alternates) are welcome to attend any regular meetings of the club or any other Rotary club.
- iv. Dues. Dues for the primary member(s) are the same as the dues set for active club members. Dues for each alternate member shall be free, up to the limit noted in item 2 above. Any discount the Board may extend to individual members for their first year of membership shall not apply to corporate memberships.

- v. RI registration. Primary corporate members for whom Rotary International(RI) dues have been paid are registered as active members in Rotary International's database. They will be listed as official members of the club and noted in the roster as primary corporate members of the named business. Alternate corporate members for whom RI dues have not been paid are not listed on the club roster in Rotary International's database.
- vi. Votes and quorum. For the purposes of general meetings and club matters, only the primary member(s) is/are eligible to vote. Primary members may designate an Alternate to vote on their behalf.
- vii. Holding office. Any RI dues-paying member listed in Rotary International's database, which includes any primary corporate member(s), shall be eligible to hold office. Alternates who do not pay RI dues are not eligible.

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 February 13, 2024