

**Bylaws of the Rotary Club of
Rochester, New Hampshire, USA**
District #7780 ~ Club #6327
(as revised Nov 10, 2015)

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, of this club.
4. President: Director serving in office of club president for the current year.
5. President-Elect: Director, who will serve in the office of president for the next fiscal year, to succeed the current president.
6. Vice President: Director who will serve in the office of president in two fiscal years, to succeed the current president-elect.
7. Term of Office: Directors shall be elected to 2- year terms. Upon approval of these by-laws, half the directors shall be elected for a 1-year term and the other half for a 2-year term, to be determined by the highest vote count. Thereafter, all directors will be elected for 2-year terms, with a maximum of 2 consecutive terms
8. RI: Rotary International.
9. Year: The twelve-month period that begins on 1 July, aka Rotary year or fiscal year.

Article II Board

The governing body of this club shall be the Board, consisting of no less than 14 and no more than 17 members of this club, namely, the 7 elected officers of the club (president, president-elect, vice president, secretary, assistant secretary, treasurer, and assistant treasurer), the immediate past president, the club protection officer and 8 directors, elected in accordance with article 3, section 1-3, of these bylaws. With the exception of the Club Protection Officer no board member shall hold more than one position on the board at anytime.

Executive Committee: The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of President, President Elect, Vice President, Secretary, Treasurer and Immediate Past President and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may, at any time, revoke or modify any or all of the Executive Committee authority so delegated, increase the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Article III Election of Directors and Officers

Section 1: The Nominating Committee will consist of the current president, the president-elect, the vice president, and the secretary. The Nominating Committee will be charged with presenting a slate of candidates for the 7 elected officers (president, president-elect, vice president, secretary, assistant secretary, treasurer, assistant treasurer) and the immediate past president, as well as 8 proposed directors.

Section 2: At a regular club meeting in November, the presiding officer will present the slate of candidates as offered by the nominating committee. The presiding officer shall then ask for nominations by members of the club of alternative choices for these positions.

Section 3: The nominations duly made shall be placed on a ballot in alphabetical order, by the secretary, under each office and shall be voted for at the annual meeting in December. The candidates for president, president-elect, vice president, secretary, assistant secretary, treasurer and assistant treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 8 candidates for director receiving a majority of the votes shall be declared elected as directors. The name of the immediate past president will also appear on the ballot.

Section 4: The officers and directors so elected, together with the immediate past president, shall constitute the Board for the period July 1st to June 30th of the following year.

Section 5: A vacancy on the board or any office shall be filled by action of a majority of the remaining directors.

Section 6: A vacancy in the position of any officer-elect or director-elect shall be filled by action of a majority of the remaining directors-elect.

Article IV Duties of 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 pertains to the office of president.

Section 2: *President-Elect* - It shall be the duty of the president-elect to perform such duties as may be prescribed by the president or the board. The president-elect shall serve as co-chair of the Club Administration committee (as said forth in article 9).with the VP, and preside at meetings of the club and the board, and to perform other duties as ordinarily pertains to the office of president, in the absence of the president. The president-elect shall also appoint Sgt-at-Arms for his/her year.

Section 3: *Vice President* - It shall be the duty of the vice president to co-chair the Club Administration Committee with the President-elect, (as set forth-in article 9) and to preside at meetings of the club and the board in the absence of the president and the president-elect, and to perform other duties as ordinarily pertains 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 board meetings; record and preserve the minutes of such meetings; send attendance reports as required to the District and RI, including the semiannual reports of

membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has 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 sent 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: Assistant Secretary – The assistant secretary shall assist the secretary as needed, in such matters as attendance recording, district reports, membership recording, board minutes recording, dues collecting, and all other duties as necessary. The assistant secretary shall also update the club web site and any other social media sites.

Section 6: *Treasurer* - It shall be the duty of the treasurer to have custody of all funds, accounting for them to the club quarterly, to the board monthly, and at any other time upon demand by the board or the membership, and to perform other duties as pertains to the office of Treasurer. The Treasurer shall submit an annual budget to the president-elect for his/her board approval. Any check distribution shall be signed by the President, President-elect, or Asst 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 7: *Assistant Treasurer* – The assistant treasurer shall assist the treasurer in the accounting of funds and perform the duties in the absence of the treasurer.

Section 8: *Immediate Past President* – The president, upon completion of his term, will ~~become~~ immediate past president, and will automatically continue on as a member of the board. The IPP shall assist the president as needed.

Section 9: *Sergeant-at-Arms* (Non-Board Officer): The president shall appoint a Sgt-at-arms for his/her year. The duties of the sergeant-at-arms shall be to appoint one or more greeters for the door and a fine master for the meetings. These duties may include set up and maintaining the check-in table, assisting members, visitors and guests with check-in and payment, turning over funds to the treasurer, and presenting the secretary with an attendance record. He or she shall perform other duties as requested by the president.

Section 10: *Club Protection Officer*: The President shall nominate and the Board shall appoint a Club Protection Officer. The main duties of this individual are to insure the Club is in compliance with all protection policies of District 7780 and that all youths and vulnerable individuals who participate in Rotary programs, activities, or events, such as RYLA and Interact, are protected from abuse and harassment. The Club President shall certify to the District by July 31st that their Club will comply for their Rotary year.

Article V Meetings

Section 1: *Annual Meeting* - An annual meeting of this club shall be held in December of each year, at which time the election of officers and directors to serve for the ensuing Rotary year shall take place. The secretary must submit the names of the officers to RI before Dec 31st.

a) Quorum: One-third of the membership shall constitute a quorum at the annual meeting of this club.

Section 2: Regular Meeting - The regular weekly meetings of this club shall be held on Mondays at 12:15 PM at a location determined by the board. No meetings will be held on federal holidays. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club by the secretary.

- a) All members excepting an honorary member (or member excused pursuant to article 9, sections 2-4 of 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 fifty (50) 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.
- b) Quorum: One-third of the membership shall constitute a quorum at the regular meetings of this club.

Section 3: Board Meetings - Regular meetings of the board shall be held monthly (minimum of 10 meetings per year). Dates shall be scheduled and determined annually by the board. 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 to the full board.

Quorum: A majority of directors (9) shall constitute a quorum at the board meetings of this club.

Attendance: Board members are expected to attend all meetings of the Board, but a mandatory minimum attendance of 50% is required. Any board member who does not meet the minimum attendance requirement, may, at the option of the remaining board members, be replaced upon a vote of the remaining Board to do so.

Format: All meetings shall be conducted according to the "Robert's Rule of Order".

Section 4: Committee Meetings

- a) Committee meetings shall be scheduled as needed, to be determined by the chairman of the committee. Minutes of all committee meetings shall be taken by the committee chair or other committee member designated by the chair, and sent to the secretary to be filed with club records.
- b) Quorum: One-third of the membership of the committee shall constitute a quorum of the committee meeting.

Article VI Fees and Dues

Section 1: The annual dues shall be determined by the board of directors annually in April. Dues are to be paid before a proposed member is admitted.

Section 2: The membership dues may be paid in two installments, payable on the first day of July, and the first day of January. Dues will be considered delinquent if not paid within 30 days

Article VII Method of Voting

The business of this club shall be transacted by voice 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 voice vote. Email votes may occur at the discretion of the President.

Article VIII Five Avenues of Service

The five 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 Generation Service. This club will be active in each of the five Avenues of Service.

Article IX Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the five 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 three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership**
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Club Public Relations**
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- **Club 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 its 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.

- (a) The president shall be ex officio member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the board on all committee activities. Minutes shall be taken of all committee meetings, with a copy sent to the club secretary for filing with club records.

Article X Duties of Committees

a) 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 make reference to appropriate RI materials. The Service

Project committee will consider Vocational service, Community service, International service and New Generations service, when developing plans for the year.

b) Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article XI 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, providing the following criteria have been met:

- a) the member shall have been a member for more than 1 year
- b) the member shall have had satisfactory attendance for at least 1 year
- c) The leave of absence is for either prolonged absence from the area or prolonged serious health issues, including hospitalizations, house-bound illness, or need to be custodial care giver for a family member or significant other.
- d) The excused member will be recorded as absent unless attending a makeup meeting at another club or online
- e) The LOA shall not be for more than 3 months, unless otherwise approved by the board.
- f) A form must be submitted to the Secretary, for a LOA to be presented to the board for consideration.

Article XII Finances

Section 1: Prior to the beginning of each Rotary year, the treasurer shall prepare a draft budget and present it to the incoming president for board consideration. Upon approval, this budget shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. This budget may be amended as needed and approved by the board.

Section 2: The treasurer shall deposit all club funds in an account at a financial institution approved by the board. The treasurer will account for funds relating to club operations-only.

Section 3: All Club bills shall be paid by the treasurer or other authorized officer in accordance with the approved budget, or as otherwise approved by the board of directors.

Section 4: A review of club financials shall be done on an annual basis by a "Financial Review Committee", which would include one board member and 2 qualified club members, appointed by the president.

Section 5: The fiscal year of this club shall extend 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 6: No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein

Article XIII Method of Electing Members

- Section 1: The name of a prospective member, proposed by an active member of the club, shall be submitted in writing to the club secretary or membership chair, for submission to the board. A transferring or former member of another club may be proposed to active membership by the former club.
- Section 2: The board shall ensure that the proposal meets all the membership requirements of the standard Rotary club constitution.
- Section 3: The board shall approve or disapprove the proposal at its next scheduled board meeting. Upon board approval, the secretary shall publish the candidate's name to the membership, at which time they will have 7 days to submit their objections to the Board. If any such objection is filed by an active member, the board shall vote on this matter at its next scheduled meeting.
- Section 4: If the decision of the board and the Club is favorable, the prospective member must fulfill the membership requirements of attending 4 meetings (some of which may occur prior to request for membership), attending of a Membership Orientation (Fireside Chat), and submitting their payment of dues and admission fee, if applicable.
- Section 5: Upon approval and fulfilling the requirements of section 4, the proposed member shall be assigned an admission date and inducted into the Club.
- Section 6: Following the official admission, the president shall arrange for the new member's induction, distribution of membership materials, and new member Rotary literature. In addition, the secretary will report the new member's information to the District and RI, and update the club website. The membership chair will assign a mentor to assist the new member with adapting to the club procedures
- Section 7: The club may elect, in accordance with the standard Rotary Club Constitution, Honorary members proposed by the board.

Article XIV 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 for its next scheduled meeting.

Article XV Order of Business

Meeting called to order.
Introduction of visitors.
Correspondence, announcements and Rotary Information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article XVI 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 be provided 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.

Article XVIII Parliamentary Authority

The latest version of *Roberts Rules of Order, Newly Revised*, shall serve as the Parliamentary Authority of the Rotary Club of Rochester, New Hampshire.