

**Bylaws of the Sebago Lake Rotary Club of Windham, Maine**  
(Revised June 6, 2024)

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## **Article I - Definitions**

- Board - The group of directors of this club as defined by Article 2 of these bylaws.
- Director - A member of this club's board.
- Member - A paying participant of this club.
- Quorum - The minimum number of members who must be present when a vote is taken.
  - One-third of the membership shall constitute a quorum at regular and annual meetings (including attendees via Zoom).
  - A majority of board directors shall constitute a quorum at any board meeting.
- Year (Fiscal and Rotary) - The 12-month period from July 1<sup>st</sup> to June 30<sup>th</sup>.

## **Article II - Board of Directors**

Section 1 - The governing body of this club is its board of directors, consisting of the officers [president, immediate past president, president-elect (or vice president), secretary, treasurer], and at least two (2) directors.

## **Article II - Elections and Terms of Office**

Section 1 - At a regular meeting one month before the annual meeting, members shall nominate candidates for president, president elect (or vice president), secretary, treasurer, and any open director positions. The nominations may be presented by any member during the meeting or presented to the current president via email prior to the meeting.

Section 2 - Candidates for each office who receive a majority of the votes (by ballot) at the annual meeting are declared elected to that office. Duties will begin the following July 1<sup>st</sup>.

Section 3 - If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

Section 4 - If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement subject to the approval of the general membership through written ballot.

Section 6 - The term of office for the Directors-elect shall be for three (3) years unless otherwise directed by board majority.

Section 7 - Any officer of the club shall serve a one-year term and shall serve no more than three consecutive terms, except for the president. A president's term can only be extended for one year per Rotary International.

Section 8 - All officers must take a leave of absence from office and the board for at least twelve (12) months before being re-nominated to an officer or board position. This is at the discretion of the membership and the requirement for a leave of absence may be waived only if there are not enough nominations to fill current vacancies.

#### **Article IV - Duties of the Officers**

Section 1 - PRESIDENT It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to the office. The role will also be given the option to have access to and be a signer on all Rotary bank accounts.

Section 2 - PRESIDENT-ELECT (or VICE PRESIDENT) It shall be the duty of the president-elect to preside at meetings of the club and/or board in the absence of the president and perform such duties as ordinarily pertain to the office.

Section 3 - SECRETARY It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings (including the lunch/meal report), send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, 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 1st and July 1st of each year, report the changes in membership which shall be made to the general secretary of Rotary International, report the monthly attendance to the club meeting which shall be made to the district governor immediately following the 1<sup>st</sup> meeting of the month, collect and remit to Rotary International subscriptions to the Rotarian. Perform such other duties as usually pertain to the office, including support to the president. The role will have the option to be the second person to have access to and be a signer on all Rotary accounts if the President is unable for any reason.

Section 4 - TREASURER It shall be the duty of the treasurer to have custody of all funds accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to the office. Upon his/her retirement from office he/she shall turn over to his/her successor or the president all funds, books of accounts, or any other club property in his/her possession.

Section 5 – For purposes of clarification it shall be noted that the immediate past president serves as a member of the board, however, is not classified as a club officer.

Section 6 – Attendance at board meetings will be mandatory. Absenteeism will be conceded only if prior notice is given to the president and it is for reasonable cause, otherwise, missing three consecutive meetings (regular or special) will constitute grounds for dismissal from the board.

#### **Article V - Meetings**

Section 1 - An annual meeting of the club shall be held on the 3<sup>rd</sup> Thursday in December of each year at which time the election of officers and directors to serve for the ensuing year will take place.

Section 2 - Regular weekly meetings will be held with an option to participate virtually. Due notice of any changes or cancellation of the regular meetings shall be given to all members of the club by the club secretary by either e-mail, mail, telephone, or other expedient method.

Section 3 - Meetings of the board of directors shall be held monthly and in conjunction with regular membership meetings. Special meetings of the board shall be called by the president, whenever deemed necessary, at the request of two (2) members of the board providing due notice has been given. Special meetings may be called and/or held by electronic message at the discretion of the President. Meeting minutes shall be delivered to the membership prior to the next monthly board meeting.

#### **Article VI - Dues**

Section 1 - The membership dues shall be determined by the Board annually, payable on the first day of July each year. The board may permit members to pay semiannually or quarterly as requested.

#### **Article VII - Method of Voting**

Section 1 - The business of this club is conducted by voice vote or a show of hands, including members participating virtually, except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

#### **Article VIII - Committees**

Section 1 - The president may establish committees that support the overall mission of Rotary as the needs within the club arise, subject to the approval of the board, and may include the following standing committees:

- Compassion – The committee has up to \$2,500 to spend annually as they deem necessary for unexpected local hardships.
- Fishing Derby – The committee is responsible for planning and executing the annual Sebago Lake Rotary Club Fishing Derby. This is an all-hands-on deck event that relies on help from all club members.
- Club Foundation – This committee develops and implements a plan to support the Foundation through program participation and financial contributions.

Section 2 - The president is an ex officio member of all committees.

Section 3 - Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities. The chair is also responsible for presenting a budget to the board for approval to ensure all event expenditures are deemed necessary.

## **Article IX - Finances**

Section 1 - The treasurer shall deposit all funds of the club in some bank to be named by the board, within one week of said meeting. All funds collected at a meeting or fundraising event shall be collected by the treasurer, or approved assignee, and simultaneously accounted for by the secretary, or approved assignee. Both officers shall reconcile and sign off on the total deposit. As a point of clarification, the club has two bank accounts, one for Club Operations and one for Service Projects (or a charitable account).

Section 2 - The treasurer shall be responsible for preparing monthly reports, including bank reconciliation, profit and loss, and the end of month balance sheet. The president shall be responsible for reviewing all reports, and supporting documents when necessary, and approving said reports. A thorough financial review by an independent certified public accountant shall be made at least once each fiscal year of all the club's financial transactions. The review shall be completed by October 31<sup>st</sup> each year for the prior fiscal year.

Section 3 - All fundraising projects or events shall not commence until a detailed budget is approved by the board. Within 30 days of the completion of the project or event and final budget with documentation shall be provided to the board for approval.

Section 4 - The collection of member's dues shall be collected no later than July 31<sup>st</sup> of each fiscal year. The annual dues shall be prorated for any new member for the remainder of the member's first year. The payment to Rotary International shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> of each year based on membership of the club on those dates.

Section 5 - At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditure for the respective purpose unless otherwise ordered by action of the board.

## **Article X - Method of Electing Members**

Section 1 - A member of this club or another club proposes a candidate for membership to the board. Sponsorship is required for all new members. In the event a new member does not have a sponsor this duty will be assumed by the Membership chair or President to vet the candidate.

Section 2 - Candidate completes a club application for membership.

Section 3 - The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 4 - If the board approves the candidate's membership, the prospective member is invited to join the club.

Section 5 - Following the member's election to membership as herein provided, the club

secretary shall report the new member to the general secretary of Rotary International and shall issue a membership card to the member.

Section 6 – The member shall be formerly introduced as a new member at a regular meeting of the club.

### **Article XI – Code of Conduct**

Section 1 – We adopt and support the existing ROTARIAN CODE OF CONDUCT. We agree this policy applies to Rotarians, volunteers, spouses, partners, guests, and community members participating in Club-sponsored activities.

Section 2 - Our Club places great emphasis on our work with people in the community. We believe our volunteer efforts are vital to the quality of life in the communities within our service area, and to the good reputation of Rotary and Rotarians. For this exemplary work to continue, it is important that our Club protect the interests of everyone involved and create and maintain a safe and respectful environment for all participants in Rotary programs, activities, and events. Therefore, all allegations of violations of the ROTARIAN CODE OF CONDUCT will be taken seriously and handled in accordance with the STANDARD ROTARIAN CLUB CONSTITUTION guidelines.

### **Article II – Resolutions**

No resolutions or motions to commit to this club on any matter shall be considered by the club unless it has been considered by most of the board. Such resolutions or motions, if offered at a club meeting shall be referred to the board without discussion.

### **Article XIII Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Previous Revisions  
10/05/2017