

BY-LAWS OF THE SEBAGO LAKE ROTARY CLUB  
OF WINDHAM, MAINE

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ARTICLE I

ELECTION OF DIRECTORS AND OFFICERS

Section 1 — At the regular meeting one month prior to the meeting for elections of officers, the nominating committee shall present to the board of directors nominations for:

PRESIDENT PRESIDENT-ELECT AND/OR VICE  
PRESIDENT SECRETARY  
TREASURER  
AT LEAST FOUR DIRECTORS

Three weeks prior to the annual meeting, said nominees will be published in the club newsletter, or other written media, for consideration by the general membership. Two weeks prior to the annual meeting, nominations from the floor will be requested, added to the slate of officers, in alphabetical order under each office and shall be voted for at the annual meeting by written ballot. The candidates for President, Vice President, Secretary and Treasurer receiving a majority of the votes shall be declared elected to their respective offices and will take office on July 1<sup>st</sup> following their election. The President-elect will serve as a member of the board as "President elect" and will accept the duties of President twelve (12) months after serving on the board as President-elect. Shall, for any reason, the President-elect not be able to complete his/her term of office, the Board of Directors will find a suitable replacement pursuant to the directives of ARTICLE I; Section 4. Conversely, the general membership will be given equal opportunity to nominate someone from the floor, but under no circumstances shall the entire exercise take more than four (4) weeks to conclude.

Section 2 — The nominating committee shall consist of the immediate Past President, as chairperson, two (2) members from the existing board of directors and two (2) members from the general membership, to be chosen the recent Past President.

Section 3 — The officers and directors, so elected, together with the immediate Past President shall constitute the board of directors.

Section 4 — A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 5 — A vacancy in the position of any Officer-elect or Director-elect shall be filled by action of the remaining members of the Board of Directors-elect 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. The first appointment made under this provision shall be as follows: at least five (5) members in addition to club officers; one member for a term of one year two members for a term of two years; two members for a term of three years. Thereafter all nominees will be elected for a three-year term: Each year at the annual meeting the presiding officer will register and proclaim remaining terms of all functioning directors.

Section 7 — Any current member of the Board nominated to the board after his/her term as terminated, must take a leave of absence from the board for at least twelve (12) months before being re-nominated. This is at the discretion of the membership and the requirement for a leave of absence may be waived only in the event that there are not enough nominations to fill current vacancies.

Section 8 — Any officer of the club shall serve a one-year term and shall serve no more than three consecutive terms. 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 in the event that there are not enough nominations to fill current vacancies.

## ARTICLE II

Section 1 — The leadership of this club shall be the Board of Directors consisting of at least 9 members; namely at least 4 Directors, President, President-elect and/or Vice President, Secretary, Treasurer and the immediate Past President who have been elected in accordance with ARTICLE I; Section 1 of these by-laws.

## ARTICLE III

### DUTIES OF 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.

Section 2 PRESIDENT-ELECT 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. AND / OR

Section 3 VICE PRESIDENT It shall be the duty of the vice president to preside at meetings of the club and/or board in the absence of the president and president-elect and perform such duties as ordinarily pertain to the office.

Section 4 SECRETARY It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, 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 1<sup>st</sup> and July 1<sup>st</sup> 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, and perform such other duties as usually pertain to the office.

Section 5 — 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 6 For purposes of clarification it shall be noted that the immediate past president serve as member of the board and NOT AS A CLUB OFFICER.

Section 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 IV

### MEETINGS

Section 1 An annual meeting of the club shall be held on the 1<sup>st</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.

NOTE: Art. IV, Sec 2 of the Standard Club Constitution provides that an annual meeting for the election of officers of this club shall be held not later than the thirty-first day of December in each year which is different than the by-laws of this club.

Section 2 Regular weekly meetings will be held. 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 One-third of the membership shall constitute a quorum at the annual meeting.

Section 4 The regular 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 V

FEES AND 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 VI

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 and may be done by email if necessary.

For other than non-voice voting, ballots will be distributed to all members in attendance by the club secretary allowing every member to cast one ballot on each issue being voted upon.

For purposes of clarification, the matters to be voted upon at the general business meetings will be transacted by voice vote.

ARTICLE VII

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, including the following standing committees:

CLUB SERVICE COMMITTEE  
COMMUNITY SERVICE COMMITTEE  
INTERNATIONAL COMMITTEE  
VOCATIONAL SERVICE COMMITTEE

Section 2 The president may, subject to the approval of the board, also appoint such committees on particular phases of club service, community service, international service and vocational service as he/she may deem necessary.

Section 3 The Club Service committee, community service committee, international service committee and the vocational service committee shall each consist of a chairman, who shall be named by the president, from the membership of the board, and of not less than two other general members as assistants.

Section 4 The president may, subject to the approval of the board, appoint the following committees on particular phases of club service:

ATTENDANCE COMMITTEE  
FELLOWSHIP ACTIVITY COMMITTEE  
NEWSLETTER COMMITTEE  
MEMBERSHIP DEVELOPMENT COMMITTEE  
PROGRAM COMMITTEE  
PUBLIC RELATIONS COMMITTEE

In addition to the above, the president may appoint any other committees that he/she may deem necessary in the internal administration of club affairs.

Section 5 Where feasible and practicable in the appointment of club service committees, there should be a provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members for a two year term.

- A. The classification, Rotary information and youth committee shall each consist of three members; one member of each committee to be appointed each year for a term of three years.

The first appointment made under this provision shall be as follows: three members; one member for a term of one year, one member for a term of two years and one member for a term of three years. Thereafter, all appointments will be for a three year term.

- B. The newsletter committee shall, wherever feasible, include the editor of the club publication and a local newspaper or advertising member of the club.
- C. The president shall be a member of all committees however not he/she will not be a chairman and shall have all the privileges of membership thereon.
- D. Each committee shall transact such business as is delegated to it in the by-laws and such additional business as may be referred to it by the president of the board. Except where special authority is given by the boards, such committees shall not take action until a report has been made to the board and approved by the board.

ARTICLE VIII

DUTIES OF COMMITTEES

Section 1 - CLUB SERVICE COMMITTEE: This committee shall devise means for encouraging the following:

- (A) Membership / Classification Committee: This committee shall encourage attendance at ALL Rotary meetings — including attendance at district conferences, and regional conference meetings of this club and keep all members informed of the attendance requirements. This committee shall compile as early as possible in the fiscal year a roster of filled and unfilled classifications. This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications. Furthermore, this committee shall consider all proposals for membership from the personal side and shall investigate the character, business, social and community standing and general eligibility of all persons

proposed for membership and shall report their decisions on all applications to the board. This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary Club, (2) to give members, especially new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope and activities. and (4) to give the members information as to developments in the administrative operations of Rotary International.

- (B) Fellowship Activities Committee: This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as assigned by the president or the board.
- (C) Newsletter Committee: This committee shall stimulate reader interest in the ROTARIAN; arrange for brief monthly reviews of the magazine on regular club programs. This committee shall send news items and photographs of the club to the editor of the local newspapers.
- (D) Program Committee: This committee shall prepare and arrange the program for the regular and special meetings of the club.
- (E) Public Relations Committee: This committee shall devise and carry in effect plan (1) to give the public general information about Rotary; its history, object and scope; and (2) to secure proper publicity for the club.

Section 2 - COMMUNITY SERVICE COMMITTEE: This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

Section 3 - INTERNATIONAL SERVICE COMMITTEE: This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging the responsibilities in matters relating to international service. The chairman of this committee shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

Section 4 - VOCATIONAL SERVICE COMMITTEE: This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standard of practice in their respective vocations. The chairman of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

## ARTICLE IX

### LEAVE OF ABSENCE

Deleted.

## ARTICLE X

### 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.

Section 2 —The treasurer shall be responsible for preparing monthly reports including bank reconciliation, profit and loss, and 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 fiscal year of this club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>, and for 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 remained 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 on the basis of 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 XI

### METHOD OF ELECTING MEMBERS

Section I — Active Members

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 within one month of application.
2. The Membership committee will consider and report to the board on the of the proposed member from the standpoint of character and business.
3. The board shall consider and approve or disapprove the recommendations of the Membership/Classification Committee and shall then notify the prospective member through the club



secretary, of its decision. If the decision of the board is favorable, the membership/classification committee, shall inform the prospective member of the purposes of Rotary and of its responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his/her permission for his/her name and proposed classification to be published to the club.

4. The secretary / President shall notify the general members indicating that a proposed member has been brought up for election. If there is no written objection to the proposed, stating reasons, received by the secretary from any member of the club within 7 days following the official announcement of the name of the prospective member to the general club membership, the prospective member shall be considered to be elected to membership, upon payment of prorated annual dues for their first year.
5. Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report new member to the general secretary of Rotary International.
6. The member shall be formally introduced as a new member at a regular meeting of the club.

## ARTICLE XII

### RESOLUTIONS

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

## ARTICLE XIII

### ORDER OF BUSINESS

Meeting called to order  
Introduction of visiting Rotarians and guests  
Correspondence and announcements  
Committee reports if any  
Any unfinished business  
Any new business  
Address or other program features  
Adjournment

ARTICLE XIV

AMENDMENTS

The by-laws 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 notified to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of the RI.