

APRIL 2011

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By-Laws of the Rotary Club of Chester, Connecticut
as amended April 4, 2011

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. RI: Rotary International.
5. Year: The twelve-month period that begins on July 1.

ARTICLE II - Board of Directors:

The governing body of the Chester Rotary Club shall be the Board of Directors, consisting of a minimum of 5 but not more than 10, as elected from time to time, members of this Club, to wit: The President, Vice President, Secretary, Treasurer, immediate Past President, all elected in accordance with Article II; and the eleventh member-of the Board of Directors being the immediate Past President of the Club. The Board of Directors shall make recommendations to the membership of club activities and service projects. All such decisions shall be made by the Club after recommendation of the Board of Directors.

ARTICLE III - Election of Directors and Officers:

Section 1: At, or prior to, a regular meeting of the Club to be held in October of each year, the President of the Club shall appoint three members to a Nominating Committee. The Nominating Committee shall meet as often as necessary to prepare a slate of officers and directors to be presented for nomination to the membership at large as provided in Article III, Section 2 hereafter.

Section 2: At a regular meeting of the Club to be held on the first Wednesday of December of each year, the presiding officer shall call for nominations by members of the Club for the offices of President, Secretary and Treasurer. Prior to calling for nominations from the membership at large, the Nominating Committee, as hereinbefore established, shall present its slate of officers and directors for review by the members in attendance. After the presentation of the Nominating Committee's slate, the presiding officer shall call for nominations from the members. Each nomination must specifically designate whether the person is nominated for one of the offices of the Club or as one of the members of the Board of Directors. After a reasonable time the presiding officer shall call for a close of the nominations and those members nominated and the particular offices for which they were nominated shall be placed on a ballot for presentation to the membership at the annual election hereinafter set forth.

Section 3: At a regular meeting of the Club to be held on the second Wednesday of January of each year, the annual election of the Club shall be held and the ballots prepared in accordance with Section 1 shall be presented to the membership. Those candidates for President, Secretary and Treasurer receiving a majority of the votes shall be declared elected to their respective office. The candidates for offices of Directors-at-Large receiving a majority of the votes shall be declared elected as Directors. Together with the immediate Past President, the officers and Directors so elected, constituting the Board of Directors, shall meet within one (1) week after their election and elect some member of the Club to act as Sergeant-at-Arms.

Section 4: A vacancy on the Board of Directors or any office shall be filled by action of the remaining members of the Board of Directors. 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.

Section 5: It shall be the responsibility of the Board of Directors to consider term limits for all officers, committee and event chairs, including but not limited to service, fundraising and other activities. Furthermore, with regard to events and activities, the Board of Directors shall establish procedures to capture lessons learned, best practices and to avoid oversights.

ARTICLE IV - 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 this office.

Section 2: *PRESIDENT ELECT, IF ANY.* It shall be the duty of the Vice President / President Elect to preside at meetings of the Club and Board in the absence of the President and to perform such other duties as directed by the President or Board, or as ordinarily pertain to this office.

Section 3: *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 1st and July 15th of each year, the report of changes in membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the Club meetings, which shall be made to the District Governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to The Rotarian, and perform such other duties as usually pertain to this office. **The Secretary shall function as the Classification Manager.**

Section 4. *TREASURER.* It shall be the duty of the Treasurer **to deposit all club funds in a bank named by the Board, divide said funds into two separate categories: club operations, service projects and such other accounts the Board shall direct** accounting for same to the Club **monthly** and at more times upon request by the Board and to perform such other duties as pertain to this office. Upon retirement from office, the Treasurer shall turn over to the successor or to the President all funds, books of accounts, or any other Club property in his/her possession.

Section 5: *SERGEANT-AT-ARMS.* The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the President or the Board.

ARTICLE V - Meetings

Section 1: *ANNUAL MEETING.* An Annual Meeting of this Club shall be held on the second Wednesday of January in each year, at which time the election of Directors to serve for the ensuing year shall take place.

Section 2: The regular weekly meetings of this Club shall be held on Wednesday at 6:30 PM or such time designated by the President. Due notice of any changes in or canceling of 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 this Club.

Section 4: Regular meetings of the Board of Directors shall be held on the first Wednesday of each calendar quarter of each year **or more often at the call of the President.** Special meetings of the Board of Directors shall be called by the President, whenever deemed necessary, or upon the request of two members of the Board, due notice having been given.

Section 5: A majority of the Board members shall constitute a quorum of this Board.

ARTICLE VI - Fees and Dues

Section 1. All membership dues set **per annum** by the Club payable on the first day of July **and shall include a subscription to The Rotarian magazine.**

ARTICLE VII - Method of Voting

The business of this Club shall be transacted by *viva voce* vote in all instances except the election of officers and directors, which will be conducted as determined by the Board of Directors or any member may move for a written vote.

ARTICLE VIII - Committees

Section 1 (a) The President shall, subject to the approval of the Board, appoint the following standing committees:

Community Service Committee

International Service Committee

Vocational Service Committee

Membership Development Committee

Program Committee

Technology*, Marketing & Public Relations Committee

***Includes maintenance of websites and upgrades**

(b) The President shall, subject to the approval of the Board, also appoint such committees on particular phases of community service, international service, and vocational service as may be deemed necessary. The President shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership thereon.

(c) The President shall be ex officio a member of all committees and, as such, 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 or the Board, such committees shall not take action until a report has been made to the Board and approved by the Board and membership.

(e) With regards to Committees, rules that govern committee operations shall extend to ALL events and activity committees.

ARTICLE IX - Duties of Committees

Section 1: *COMMUNITY SERVICE COMMITTEE:* This committee shall devise and carry into effect plans which will guide and assist the members of this Club 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. The Community Service Committee shall present in September of each year a budget for expected **GRANTS**, which shall be submitted to the Board of Directors for inclusion its annual budget.

Section 2: *INTERNATIONAL SERVICE COMMITTEE:* This committee shall devise and carry into effect plans which will guide and assist the members of this Club in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

Section 3: *VOCATIONAL SERVICE COMMITTEE*: This committee shall devise and carry into effect plans which will guide and assist the members of this Club in matters relating to their vocational relationships and in improving the general standards 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.

Section 4: a. *MEMBERSHIP DEVELOPMENT COMMITTEE*. 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 open classifications.

b. *PROGRAM COMMITTEE*. This committee shall prepare and arrange the programs for the regular and special meetings of the Club.

c. *PUBLIC RELATIONS , Technology & Marketing COMMITTEE*. This committee shall devise and carry into effect plans to give the public generally information about Rotary, its history, object and scope and to secure proper publicity for the Club.

ARTICLE X - 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. *(NOTE: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that the absence authorized under the provisions of Article VIII, Section 5(c) or (d) of the standard club constitution is not computed in the attendance record of the Club.)*

ARTICLE XI - Finances

Section 1. The Treasurer shall deposit all funds of the Club in a designated bank to be named by the Board (Article 4/§ 4).

Section 2. **Re-imbusement for all bills shall be paid by checks authorized by two members of the club, one being President and the other being the event chairman or Treasurer with presentation of a receipt.** If necessary, as determined by the Board, a thorough audit by a certified public accountant or other qualified person shall be made.

Section 3. Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 4. The fiscal year of this Club shall extend from July 1st to June 30th, **and members' dues shall be due and payable on July 1.**

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 and membership, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

ARTICLE XII - Method of Electing Members

Section 1. *ACTIVE MEMBERS (INCLUDING ADDITIONAL ACTIVE MEMBERS).*

(1) The name of a prospective member, proposed by an active, senior active, or past service member of the Club or by the Membership Development Committee, shall be submitted to the Board in writing, through the Club Secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(2) The Board shall request the **Membership** Committee to consider and report to the Board on the eligibility of the proposed member from the standpoint of classification, and shall request the Membership Committee to investigate and report to the Board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

(3) The Board shall consider and approve or disapprove the recommendations of the Classifications and Membership Committees, and shall then notify the proposer, through the Club Secretary, of its decision.

(4) If the decision of the Board is favorable, the proposer, together with one or more members of the Rotary Information Committee, shall inform the prospective member of the purposes of Rotary and of the privileges and 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 permission for his name and proposed classification to be published to the Club.

(5) If no written objection to the proposal, stating reasons, by the next subsequent meeting, Club shall vote acceptance of the proposed member to be elected to membership upon payment of dues under Article 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 his name to the General Secretary of Rotary International.

(6) Section 1. The member shall be formally introduced as a new member at a regular meeting of the Club.

Section 2. Senior Active, Past Service, and Honorary Members. The name of a proposed candidate for any of these three kinds of membership shall be submitted to the Board of Directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the Board and that the Board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If not to exceed **NO** negative votes are cast by the members of the Board in attendance at the regular or special meeting, the proposed member shall be considered duly elected, provided, however, that any active member or past service member of this Club who qualifies for senior active membership as set forth in the constitution of this Club shall automatically become a senior active member of this Club, no application for or election to such senior active membership being required.

Section 3. Re-election of Former Additional Active Member. (1) The application of a former additional active member of this Club who was elected as such member under Article III, Section 2(a) of the By-Laws of Rotary International and whose membership was terminated as provided in Article VIII, Section 2(b) (1) of the constitution of this Club shall be considered promptly by the Board and in advance of any other application or proposal under the same classification or another classification.

(2) When the membership of an additional active member elected under the provisions of Article V, Section 5(b) of the constitution of this Club has ceased as a result of the classification becoming vacant, then when the classification is again **filled**, the member may (without prejudice to the right of the holder of the classification to propose an additional active member under Article V, Section 5(a) of the constitution) then be re-elected.

ARTICLE XIII - Resolutions

Section 1. No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board.

ARTICLE XIV - Order of Business

Meeting called to order.
Introduction of visiting Rotarians.
Correspondence and announcements.
Any unfinished business.
Any new business.
Address or other program feature.
Adjournment.

ARTICLE XV - Amendments

These By-Laws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that each member has been properly notified of such proposed amendment at least ten 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 Rotary International.