

# BYLAWS OF THE ROTARY CLUB OF CORNING NEW YORK

*Revised 12/3/2014*

## Article 1 Election of Directors and Officers

### Section 1

At a regular meeting one month prior to the meeting for the confirmation of officers and directors (the — Annual Meeting) the presiding officer shall advise the members of the candidates proposed by the president elect and approved by the Board of Directors (the —Board) for:

- (i) the offices of president, president elect, first vice president, secretary, and treasurer;
- (ii) the prospective chairmen of the six standing committees of the club who will be elected as directors of the club;
- (iii) up to five at-large positions as directors on the Board. If any member shall object to a candidate, the Board shall review the objection and its approval of the candidate prior to the Annual Meeting. The candidates approved by the Board and confirmed at the Annual Meeting shall be declared elected to their respective offices and/or positions for a term of one year and until their respective successors are elected and take office.

### Section 2

The officers and directors, so elected, together with the immediate past president shall constitute the Board.

### Section 3

Any chairman of a standing committee who relinquishes that position shall simultaneously relinquish the related position of member of the Board.

### 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.

## Article 2 Board of Directors

The governing body of this club shall be the board of directors consisting of the president, the president elect, the first vice president, the secretary, the treasurer, the immediate past president, the chairmen of the six standing committees of the club, and the at-large directors approved

by the Board, as described above.

### Article 3 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 of president. In the ordinary course, the president will assume the office of president a year after he or she is elected as president elect and immediately following the Annual Meeting in which he or she is confirmed as president. The president is an ex-officio, non-voting member of all committees and sub-committees of the club.

#### Section 2 – President Elect

It shall be the duty of the president elect to serve as a member of the board of directors of the club; to serve as chairman of the Program sub-committee; and to perform such other duties as may be prescribed by the president or the board. In the ordinary course, the president elect will succeed to the office of president at the end of his or her one year term as president elect.

#### Section 3 – First Vice President

It shall be the duty of the first vice president to preside at meetings of the club and board in the absence of the president; to serve as chairman of the Membership sub-committee; and to perform such other duties as ordinarily pertain to the office of vice president. In the ordinary course, the first vice president will succeed to the office of president elect at the end of a one year term as first vice president.

#### Section 4 – Secretary

It shall be the duty of the secretary to keep the records of membership; record the attendance at meetings ; record and preserve the minutes of such meetings; make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, including prorated reports to the general secretary 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, the report of changes in membership, which shall be made to the general secretary of RI, and the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit to RI subscriptions to The Rotarian; and perform such other duties as usually pertain to the office of secretary.

#### Section 5 – Treasurer

It shall be the duty of the treasurer to have custody of all club 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 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.

#### Section 6 - Immediate Past President

The immediate past president shall serve as a member of the Board and perform such duties as may be prescribed by the president or the Board. In the ordinary course, the immediate past president shall succeed to said office after a one year term as president.

### Article 4 Meetings

#### Section 1 - Annual Meeting

An annual meeting of this club shall be held during the second quarter of each calendar year, at which time the confirmation of officers and directors to serve for the ensuing year shall take place.

#### Section 2 – Regular Weekly Meetings

The regular weekly meetings of this club shall be held on Thursday at 12:10 PM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members with the exception of any honorary members (or member excused pursuant to Article 9 of the 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 Article 9 of the Club's Constitution.

#### 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 shall be held on the first Wednesday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board on no less than 7 days advance notice.

#### Section 5

A majority of the board members shall constitute a quorum of the board.

### Article 5 Fees and Dues

### Section 1

The membership initiation fee shall be determined each year by the board of directors and is payable within 30 days after election to membership.

### Section 2

The membership dues shall be determined each year by the board of directors and are payable semiannually on the first day of July and of January.

## Article 6 Method of Voting

The business of this club shall be transacted by viva voce vote, except that the Board may determine that a specific resolution be considered by ballot rather than by viva voce vote.

## Article 7 Standing Committees

### Section 1 - The Standing Committees

(a) The president shall, subject to the approval of the board, appoint the following six standing committees:

- Club Service committee
- Community Service committee
- New Generations Service Committee
- International Service committee
- Club Finances Committee
- Club Sustaining Fund Committee

(b) The president shall, subject to the approval of the board, also appoint such sub-committees and sub-committee chairmen on particular phases of club service, community service, vocational service, international service, club finances, and club sustaining fund, as deemed necessary.

(c) Each standing committee shall each consist of a chairman, who shall be nominated by the president elect and such other members as shall be appointed by the respective chairmen. The chairman of each standing committee shall be elected to the Board as described above.

(d) The president shall be an ex-officio, non-voting member of all committees and sub-committees and, as such, shall have all the privileges of membership thereon except that of voting.

(e) Each committee and sub-committee shall transact such business as is delegated to it in the 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 and sub-committees shall not take action until a report has been made to the board and approved by the board.

(f) The president may appoint one or more sub-committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any one, or all, of the standing committees. Where feasible and practicable in the appointment of such sub-committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

### Section 2 - Club Service Committee

(a) The chairman of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all sub-committees appointed on particular phases of club service.

(b) The club service committee shall consist of the chairman of the club service committee, the chairmen of all sub-committees appointed on particular phases of club service, and such other members as the chairman of the committee may appoint.

(c) The president shall, subject to the approval of the board, appoint the following sub-committees on particular phases of club service:

- Sargeant-at-Arms
- Attendance sub-committee
- Club bulletin sub-committee
- Fellowship sub-committee
- Membership sub-committee
- Program sub-committee
- Public relations sub-committee.

(d) The president shall appoint the first vice president to oversee and coordinate the work of the membership sub-committee.

(e) Where feasible and practicable in the appointment of club sub-committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

### Section 3 - Community Service Committee

(a) The chairman of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all sub-committees appointed on

particular phases of community service.

(b) The community service committee shall consist of the chairman of the community service committee, the chairmen of all sub-committees appointed on particular phases of community service, and such other members as the chairman of the committee may appoint.

(c) The president shall, subject to the approval of the board, appoint the following sub-committees on particular phases of community service:

- Human development sub-committee
- Community development sub-committee
- Environmental protection sub-committee
- Partners in service sub-committee.

#### Section 4 - New Generations Service Committee.

(a) The chairman of the new generations service committee shall be responsible for all new generations service activities and shall supervise and coordinate the work of all sub-committees appointed on particular phases of new generational service.

(b) The new generations service committee shall consist of the chairman of the new generations service committee, the chairmen of all sub- committees appointed on particular phases of new generational service and such other members as the chairman of the committee may appoint.

(c) The president shall, subject to the approval of the board, appoint sub-committees on particular phases of new generations service as deemed necessary, including:

- Rotaract Sub-Committee
- Interact Sub-Committee
- RYLA Sub-Committee
- Career Development Sub-Committee
- Group Study Exchange Sub-Committee.

#### Section 5—International Service Committee

(a) The Chairman of the International Service committee shall be responsible for all international service activities and shall supervise and coordinate the work of all sub-committees appointed on particular phases of international service.

(b) The International Service Committee shall consist of the chairman of the International service committee, the chairmen of all sub-committees appointed on particular phases of international service, and such other members as the chairman of the committee

may appoint.

(c) The president shall, subject to the approval of the board, appoint sub-committees on particular phases of international service as deemed necessary, including:

The Rotary Foundation sub-committee  
International Dinner sub-committee

#### Section 6—Club Finances Committee

(a) The Chairman of the club finances committee shall be responsible for the collection, preservation and payment of all funds of the club, including oversight of the club's procedures and practices for accounting, fundraising, investments, accounts payable and project financing.

(b) The club finances committee shall consist of the chairman of the club finances committee, the chairmen of all sub-committees appointed on particular phases of club finances, and such other members as the chairman of the committee may appoint.

(c) The president shall, subject to the approval of the Board, appoint such sub-committees on particular phases of club finances as deemed necessary, including:

Audit sub-committee;  
Taxes sub-committee;  
Fund creation sub-committee;  
Community Donations Sub-Committee  
Investment Sub-Committee

#### Section 7- Club Sustaining Fund Committee.

(a) The chairman of the club Sustaining Fund committee shall be responsible for the creation, maintenance, and oversight of a fund (the —Sustaining Fund) to be owned and managed by a qualified charitable organization (the —Fund Manager) for the support of the charitable or educational purposes of the club.

(b) The club Sustaining Fund committee shall consist of the chairman of the Sustaining Fund committee, the chairman of all sub-committees appointed on particular phases of the club sustaining fund committee, and such other members as the chairman of the committee shall appoint.

(c) The president shall, subject to the approval of the Board, appoint such sub-committees on particular phases of the club sustaining fund as deemed necessary.

### Article 8 Duties of Standing Committees and Certain Sub-Committees

## Section 1 - Club 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 matters relating to club service. The chairman of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

(a) Attendance Sub-Committee. This sub-committee shall devise means for encouraging attendance at all Rotary meetings - including attendance at district conferences, intercity meetings, regional conferences, and international conventions by all club members. This sub-committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(b) Club Bulletin Sub-Committee. This sub-committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members, and of the worldwide Rotary program.

(c) Fellowship Activities Sub-Committee. This sub-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 may be assigned by the president or the board.

(d) Membership Sub-Committee. This sub-committee shall consider all proposals for membership from the personal side and shall thoroughly 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. The sub-committee shall also inform prospective members about privileges and responsibilities of Rotary club membership; keep members informed about the history, object, and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the club.



(e) Program Sub-Committee. This sub-committee shall prepare and arrange the programs for the regular and special meetings of the club.

(f) Public Relations Sub-Committee. This sub-committee shall devise and carry into effect plans (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 sub-committees that may be appointed on particular phases of community service.

(a) Human Development Sub-Committee. This sub-committee shall devise and carry into effect plans which will guide and assist the members of this club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.

(b) Community Development Sub-Committee. This sub-committee shall devise and carry into effect plans which will guide and assist the members of this club in working to make the community a better place to live by improving the physical condition of the community and its facilities.

(c) Environmental Protection Sub-Committee. This sub-committee shall devise and carry into effect plans which will guide and assist the members of this club in monitoring and improving the quality of the community's environment.

(d) Partners in Service Sub-Committee. This sub-committee shall devise and carry into effect plans which will guide and assist the members of this club in building relationships with other Rotary-sponsored organizations within the community and in cooperating with them in service.

### Section 3 - New Generations 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 new generational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the new generational service activities of the club and shall supervise and coordinate the work of any sub-committees that may be appointed on particular phases of

new generational service.

#### Section 4 - International 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 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 sub-committees that may be appointed on particular phases of international service.

(a) Rotary Foundation Sub-Committee. This sub-committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to Rotary Foundation service. The chairman of this committee shall be responsible for the Rotary Foundation service activities of the club and shall supervise and coordinate the work of any sub-committees that may be appointed on particular phases of Rotary Foundation service. This sub-committee shall be responsible for the operations of the Paul Harris selection sub-committee and shall execute annual fundraising initiatives and activities to support the goals of the Rotary Foundation.

(1) Annual Giving and Fundraising. This sub-committee shall devise and carry into effect plans which encourage Club members to contribute to the Rotary Foundation on an annual basis. The sub-committee shall devise periodic fundraising activities to make contributions to the Rotary Foundation on behalf of the entire club membership.

(2) Paul Harris Selection. This sub-committee shall devise and carry into effect plans which nominate, research, select and recommend to the Board for approval members of the Club, members of the community or community organizations to receive the Paul Harris Fellowship.

(i) Upon approval by the Board, the Secretary shall within 7 days transfer enough Foundation recognition points from the Club Foundation recognition point balance into the name of the recipient as to qualify the recipient for a Paul Harris Fellowship.

(ii) The chair of the Paul Harris Sub-Committee shall schedule a presentation at a Club meeting within 60 days of Board approval unless extenuating circumstances arise which shall be reported to the Board by the Rotary Foundation committee chairman.

- (b) International Dinner Sub-Committee. This sub-committee shall devise and carry into effect plans to host the annual club International Dinner. The chairman of this sub-committee shall be responsible for supervising and coordinating the work of any sub-committees that may be appointed on this particular phase of international service.

#### Section 5- Club Finances Committee

This committee shall have oversight of all club activities to insure: that the club has sufficient funds to meet its obligations and accomplish its goals; that those funds are properly and prudently managed and safe guarded; and that the club's funds are efficiently and effectively spent.

- (a) In coordination with the Club Treasurer and Club President, any expense against club funds that exceeds the amount of \$100 shall be vetted by the Club Finances Committee and recommended for approval to the Board.

#### Section 6- Club Sustaining Fund Committee

This committee shall be responsible for: compliance by the club with the terms of the club's agreement with the Fund Manager (the —Sustaining Fund Agreement); the solicitation, facilitation and recognition of contributions to the Sustaining Fund; the formulation of recommendations to the Board concerning distributions from the Sustaining Fund and the communication of the Board's recommendations to the Fund Manager; and the oversight of the status and operations of the Sustaining Fund and reporting concerning the same to the Board.

### Article 9 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 up to one year. Such leave of absence does operate to prevent a forfeiture of membership; however, 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 absence authorized under the provisions of article 9 of the club's Constitution is not computed in the attendance record of the club.

### Article 10 Finances

#### Section 1

The Club Finances Committee shall assist the Treasurer in the managing of and accounting for the finances of the club.

## Section 2

The treasurer shall deposit all funds of the club in some bank and/or secure investment fund to be named by the board.

## Section 3

Fund requests shall be submitted on a club-approved form by a club-member sponsor; and all checks for the expenditure or transfer of club funds shall be signed by the president, president elect or immediate past president. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

## Section 4

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 5

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.

## Section 6

Before each fiscal year the president-elect, with inputs from the president and the Treasurer, shall prepare or cause to be prepared for the board 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 expenditures for the respective purposes unless otherwise ordered by action of the board.

## Article 11 Method of Electing Members

### Section 1

The name of a prospective member, proposed by an active member of the club (the —Sponsor) shall be submitted to the board in writing, through the chairman of the membership sub-committee (the —Membership Chair). A transferring member of another club may be proposed to active membership by the former club or by an active member. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

### Section 2

The board shall ensure that the proposal meets all the membership requirements of the club's constitution.

### Section 3

The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the Sponsor through the Membership Chair of its decision.

#### Section 4

If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the club's membership proposal form and to permit his or her name to be published to the club. Publication shall be by notice in the club's website for new member proposals.

#### Section 5

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 to be elected to membership.

#### Section 6

Following the election, the president shall arrange for the induction of the new member; and the Membership Chair and/or the Secretary shall: issue a badge and membership card; report the new member to RI; provide appropriate literature for presentation at the induction; and assign a member to assist the Sponsor in the assimilation of the new member. New members are expected to pay the club's membership initiation fee and an appropriate portion of the annual membership dues within thirty (30) days after becoming a member.

### Article 12 Resolutions

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 without discussion.

### Article 13 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 14 Amendments

These bylaws may be amended at any Board meeting, a quorum being present, by a two-thirds vote of all Board members present, provided that notice of such proposed amendment shall have been sent to each Board 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 club constitution and with the constitution and bylaws of RI.