

**Bylaws of the Rotary Club of Mechanicsburg North**  
**Approved, May 13, 2020**

**Article 1 Definitions**

1. Board: The Board of Directors of this Club.
2. Club: The Rotary Club of Mechanicsburg-North.
3. Director: A member of this Club's Board of Directors.
4. Member: A member, other than an honorary member, of this Club.
5. RI or Rotary: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

**Article 2 Board**

The governing body of this Club shall be the Board consisting of eleven (11) Members of this Club:

- president
- president elect
- vice-president
- secretary
- treasurer
- immediate past president.
- four (4) Directors at-large elected in accordance with article 3, section 1, of these bylaws one of whom at a minimum is a regular attendee of the PM meeting.
- Elected Chair of the alternative (PM) meeting

The president may also invite other key committee chairs to attend Board meetings or serve ex officio without vote. Any Club Member may attend any Board meeting.

**Article 3 Election of Directors and Officers**

**Section 1 – Term Limits:** Each Director shall be elected to a term of three Years with the exception of the PM meeting chair who will serve for the duration of their term as Chair. Terms shall be staggered so one Director is elected each Year. Directors may not serve for more than 2 consecutive terms (no more than 6 consecutive Years.)

**Section 2 – Election of President-Nominee:** Each Year, the Club shall elect as its Vice President the person intended to be its President-Nominee pursuant to Article 11, Section 5(b) of its Constitution and who will become the president-elect on July 1 in the Year before taking office as president. Unless the Vice President has resigned or provided notice that he or she will not seek the office of President, the Vice President shall automatically become the President-Elect the year following his or her election as Vice President.

**Section 3 –** Unless the President-Elect has resigned or provided notice that he or she will not seek the office of President, the President-Elect shall automatically become the President the year following his or her being the President-Elect.

**Section 4** – Election of other Club officers: Other Club officers shall include the secretary and treasurer. These officers shall all serve for a period of one Year and may serve for an unlimited number of terms.

**Section 5** – The full slate of officers: Vice-President, Secretary, Treasurer and Directors as required to maintain 4 Directors as stated in Article 2, shall be formally elected each year.

**Section 6** – Election of Alternative (PM) meeting Chair and Vice Chair:

- a. On an annual basis in November, nominations for the position of Chair and Vice Chair will be accepted from Members of the PM meeting during a two-week period by the President or Secretary of the RCMN Board of Directors
- b. After the two-week period, nominated candidates will be asked if they are willing to accept the nomination.
- c. The names of candidates that have accepted the nomination will be disseminated by email to all PM Members.
- d. Members will be asked to vote on positions of Chair and Vice Chair within 10 days. Chair and Vice Chair positions will be approved based on the candidate who receives the highest number of votes.
- e. In the event there is a tie vote, the RCMN Board of Directors will decide among the highest voting candidates for each position who will be chair and vice chair.
- f. The Chair of the PM Meeting will serve a one-Year term unless term extensions are approved by the RCMN Board of Directors.
- g. The Vice Chair will assume the role of Chair upon the completion of the Chair's term.
- h. The RCMN Board may extend the term limits of these positions if it serves the best interest of the PM meeting and the Members in the positions are agreeable.
- i. The Chair of the PM Meeting will automatically occupy a seat on the RCMN Board of Directors.
- j. Members occupying both the Chair and Vice Chair positions may be removed at any time at the discretion of the RCMN Board of Directors if the event those Members do not reflect the ideals of Rotary.

**Section 7** – Nominations: A Nominating Committee appointed by the President shall prepare a proposed slate of board members to be presented to the Club membership no later than November 30. The Club membership will be informed at a Club meeting and electronically of the nominating process and be given a deadline for the submission of additional nominations for directors and/or officers to a representative of the nominating committee.

**Section 8** – Voting: The nominations duly made shall be approved at a meeting of the Board in December. At a regular meeting no later than December 31, the slate of directors and officers shall be presented to the Club membership, and additional nominations will be accepted from the floor. In the event additional nominations are presented from the floor, a ballot vote will be conducted; otherwise voting will occur by

voice vote. Nominees and officers receiving a majority of the votes shall be declared elected to their respective offices upon the term expirations of the Board members they are replacing. On July 1 following the election, the current vice president will become the president elect; the current president elect will become the president; and the current president will become the past president.

**Section 9 – Board Vacancies:** A vacancy in the Board or in any office shall be filled by action of the remaining Directors and shall be reported to the Club.

#### **Article 4 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 pertain to the office of president.

**Section 2 – President-elect.** It shall be the duty of the president elect to preside at meetings of the Club and the Board in the absence of the president and to perform other duties as ordinarily pertain to the office of president elect.

**Section 3 – Vice-President.** It shall be the duty of the vice-president to preside at meetings of the Club and the Board in the absence of the president and president elect and to perform other duties as ordinarily pertain to the office of vice-president.

**Section 4 – Secretary.** It shall be the duty of the secretary to keep membership records; send out notices of meetings; record and preserve the minutes of Board meetings; submit reports as required by RI, including the semiannual reports of membership on 1 January and 1 July of each Year; report changes in membership; provide District reports as required by the District; and perform 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 funds, accounting for it to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertains 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. The treasurer will also share password access to all Club bank accounts with at least one other Board member.

**Section 6 – Immediate Past President** serves as an officer on the Club Board and provides support and information as needed to the president.

#### **Article 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this Club will be held no later than December 31 to elect officers and directors who will serve for the next Rotary Year. A financial summary of the previous Year and a mid-Year report, including current Year income and expenses will also be presented.

**Section 2** – The regular weekly meetings of this Club shall be held on Wednesday at 5:30 PM and Thursday at 7:30 a.m. prevailing time. Attendance may be in person, through an online meeting, or using an online connection for Members whose attendance otherwise would be precluded.

**Section 3** – Meetings: Regular meetings of the Board shall be held on a monthly basis as approved by the Board. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) officers and/or Directors, due notice having been given.

**Section 4** – Quorum: At any meeting of the Board of Directors, a quorum shall consist of not less than 6 Members. At a Club meeting (including AM and PM attendance) a quorum shall consist of a simple majority of the membership.

### **Article 6 Fees and Dues**

**Section 1** – The application fee shall be established by the Board and shall be paid before the applicant can qualify as a member.

**Section 2** – The membership dues shall be reviewed and approved annually at a minimum but may occur more frequently if the Board deems a reduction or increase in dues is appropriate based on the changing needs of the Club. Dues are payable quarterly on the first day of July, October, January, and April. Club dues shall include: RI and district per capita dues, any other RI or district per capita assessments or fees and Club fees. The process for addressing late and non-payment of dues is found in the RCMN Board Procedures and Information Manual.

### **Article 7 Method of Voting**

The business of this Club shall be transacted by voice vote unless

- the Board determines that a specific resolution be considered by ballot rather than by voice vote or
- additional nominees are presented from the floor during presentation of the annual slate of board members at a Club meeting or
- the Board elects to utilize electronic voting which permits Members to vote on-line through a designated electronic voting application or website.

### **Article 8 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, Youth Service and International Service. This Club will be active in each of the five Avenues of Service. Avenues of Service are described in the Club Constitution.

## **Article 9 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-elect, president 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 more than one Year 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.

Article 11, Section 7 of the Club Constitution states that the Club should have the following committees:

- (a) Club Administration (Board);
- (b) Membership;
- (c) Public Image (Communications);
- (d) Rotary Foundation; and
- (e) Service Projects.

Additional committees may be appointed as follows:

- Nominating: See Article 3, Section 5.
- Philanthropy: This committee shall develop and implement a process for reviewing and submitting requests to the Board for approval from organizations requesting financial support.
- Fundraising Committee: This committee shall oversee all fundraisers and communications with potential sponsors. The Board will approve all fundraisers.

Additional ad hoc committees may be created and Members appointed as needed.

- The president shall be an ex officio member of all committees.
- 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.
- Each Avenue of Service chair shall report to the Board on all activities within the avenue of service.

## **Article 10 Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his/her Year. In declaring the duties of each, the president shall refer to appropriate RI materials.

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 11 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.

## **Article 12 Finances**

**Section 1** – Prior to the beginning of each fiscal Year, the president-elect shall, with the assistance of the treasurer, prepare a budget of estimated income and expenditures for the Year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into two separate parts: one in respect of Club service operations and one in respect of the other avenues of service for charitable/service operations. The budget shall be approved by the Board and then presented to the Club membership for information and approval.

**Section 2** – The treasurer shall deposit all Club funds into a bank account(s), selected by the Board. The treasurer shall classify Club funds into two parts: Club operations and service projects, although the funds may be maintained in one account.

**Section 3** – All bills over \$500 shall be paid by the treasurer or other authorized officer only when approved by two other officers or Directors.

**Section 4** – A thorough review of all financial transactions by a qualified person shall be made once each Year.

**Section 5** – Officers having charge or control of Club funds may be bonded if required by the Board at the cost of the Club.

**Section 6** – 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 quarterly periods. The payment to RI of per capita dues and other per capita fees shall be made on July 1 and January 1 of each Year on the basis of the membership of the Club on those dates. District per capita dues and fees will be paid in accordance with District billing procedures.

## **Article 13 Method of Electing Members**

**Section 1** – Every active Member of the Club is encouraged to propose new members to the Club. Before submitting the name of a prospective member, the active Member, with the assistance of the membership chair or Club president, should inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership. Information shall include the attendance and financial requirements, following which the prospective member shall be requested to sign a membership proposal form and to permit his/her name and proposed classification to be submitted to the Board and published to the Club.

**Section 2** – The name of a prospective member, proposed by an active Member of the Club, shall be submitted to the Board in writing using a membership proposal form, with the application fee attached. The proposal form and initiation fee shall be submitted to the Club secretary or the membership chair. A transferring or former member of another club may be proposed to active membership by the former club or by an active Member of the Club. The proposal shall be kept confidential until approved by the Board.

**Section 3** – The Board shall ensure that the proposal meets all the classification and membership requirements of the Club's constitution. According to RI rules for transferring members, a transferring member's previous club will be contacted to determine if the proposed member has any outstanding financial obligations. In accordance with RI Constitution, potential members of a club who have debts to another club are ineligible for membership.

**Section 4** – The Board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer and the proposed member, through the Club secretary or the membership chair, of its decision.

**Section 5** – If the decision of the Board is favorable, the Club membership will be notified of the prospective member's name and classification.

**Section 6** – 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, upon payment of the initiation fee (if not honorary membership), as prescribed in these bylaws, 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. The filing of an objection must be done in writing, with the prospective member being given the opportunity to review the objection and respond to it in writing. If approved despite the objection, the proposed member shall be considered to be elected to membership.

**Section 7** – Following the election, the president shall arrange for the new Member's induction and classification talk. In addition, the secretary will report the new Member information to RI and the president will assign a Member as mentor to assist with the new Member's assimilation to the Club.

**Section 8** – The Club may elect, in accordance with the standard Rotary Club constitution, honorary members proposed by the Board.

#### **Article 14 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 without discussion.

#### **Article 15 Order of Business for a Club meeting**

The general order of business is noted below but may be amended by the President or presiding Member:

- 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 16 Amendments**

These bylaws may be amended by the Board with no less than 6 Members present to cast a vote. Written notice of the revised bylaws will be sent to each Member 21 days before the regular meeting. A quorum of Members must be present for the vote, and two-thirds of the votes must 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.

**May 13, 2020**

**Amended, restated and approved**