

# THE ROTARY CLUB OF ROCHESTER SOUTHWEST

Rochester, NY USA

District #7120

(revised 1/20/2022)

## BYLAWS

### Article 1 Definitions

1. Board: The club's board of directors
  2. Director: A member of the club's board of directors
  3. Member: A member of the club, other than an honorary member
  4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and at least half of the directors for club board decisions
  5. RI: Rotary International
  6. Year: The 12-month period that begins on July 1
  7. IPP: Immediate Past President
  8. PE: President-elect
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### Article 2 Board

The governing body of this club is its board of directors, consisting of, at a minimum, the president, vice-president, IPP, PE, secretary, and treasurer. It may include up to 5 directors elected in accordance with Article 3.1 of these bylaws. No board member shall hold more than one position on the board at any time.

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### Article 3 Elections and Terms of Office

#### Section 3.1 — *Nominations*

In October, the president shall appoint a nominating committee consisting of the two IPP's, the Vice-President and the Secretary, who shall solicit and collect nominations of candidates for the board. The committee shall be chaired by the most recent IPP. The nominations for president-nominee, vice president, secretary, treasurer, and any open director positions may be presented by the nominating committee, by members from the floor at a meeting in November, or both.

#### Section 3.2 — *Slate of Officers*

No later than November 15, the IPP will prepare a slate of nominations for officers and directors, having verified each nominee's willingness to serve. The Secretary will publish the list of nominations on the Club's web site and in the Club's minutes. A ballot will be prepared by December 1 for distribution to members before the annual meeting.

#### Section 3.3 — *Elections*

In order for members to vote, they must be in "good standing," meaning they are current with dues and other financial obligations to the club. The candidate who receives a majority of the votes for each office is declared elected to that office.

*Section 3.4: Board-Elect*

All newly elected officers and directors, together with the current President, and PE shall constitute the board-elect.

- a) The President-Nominee shall serve as a director for the year commencing on the first day of July following the election, and shall assume office as president-elect on the first day of July immediately following that year.
- b) The current PE shall automatically become President on July 1 following the election.
- c) The current President shall automatically become Immediate-Past-President on July 1 following the election.

*Section 3.5 — Board Vacancies*

If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement to serve in that position for the remainder of the year. At the discretion of the board, the decision may be taken back to the members.

*Section 3.6 — Board-elect Vacancies*

If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement to serve in that position for the following year. At the discretion of the board, the decision may be taken back to the members.

*Section 3.7 — Terms of Office*

The term of office for each member of the board of directors is one year. Each individual must run for re-election to their position each year should they so desire.

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**Article 4 Duties of the Officers**

*Section 4.1 — 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 pertains to the office of president. The President will be an ex-officio member of all committees of the Club. Additionally, the President may (but shall not be required to) cast a tie-breaker vote, if necessary.

The President shall take office on the first day of July in the Rotary year in which he or she is elected to serve as President, provided that he or she has completed the online course, Club Basics for Presidents, in the Rotary Learning Center.

*Section 4.2 — Vice-President (VP)*

It shall be the duty of the Vice-President to preside at meetings of both the club and the board in the absence of the President, and to perform other duties as ordinarily pertain to the office of VP. The VP is responsible for weekly programs (including any gifts for nonmember speakers as may be appropriate) and the club changeover event at the end of the Rotary year.

*Section 4.3 — Immediate Past President*

The president, upon completion of his or her term, will become the IPP, and will automatically

continue on as a director of the board. The IPP Chairs the Nominating Committee and shall assist the president as needed.

*Section 4.4 — President-elect*

It shall be the duty of the PE to serve as a director on the board and to perform such duties as may be prescribed by the president or the board in preparation for his or her year in office. The PE will work with the assistant governor and incoming leadership team to set annual goals that support the club's strategic plan. The PE is primarily responsible for compliance with and coordination of all Rotary International and District requirements, programs, and requests. The PE is also responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of his/her year in office.

*Section 4.5 — Secretary*

It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of board meetings; record and preserve the minutes of such meetings. The secretary updates Club Runner with membership information, providing semiannual reports of membership on January 1 and July 1 of each year for each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, reports changes in membership; and performs other duties as usually pertain to the office of secretary and assigned by the Board. The secretary chairs the Public Relations Committee and oversees the club's public relations strategy that provides the public with information about Rotary and promotes the club's service projects and activities. The secretary shall take office on the first day of July in the Rotary year in which he or she is elected to serve as secretary, provided that he or she has completed the online course, Club Secretary Basics, in the Rotary Learning Center.

*Section 4.6 — Treasurer*

It shall be the duty of the treasurer to have custody of all funds, accounting for them to the club quarterly, to the board and at any other time upon demand by the board or the membership, and to perform other duties as pertains to the office of Treasurer. The Treasurer shall submit an annual budget to the president-elect for his/her board approval. The Treasurer is responsible for the timely filing of all required tax returns for the Club for the previous fiscal year between July and October. The Treasurer also ensures that the Club complies with all pertinent laws and regulations required to maintain its non-taxable status. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, online account access, electronic payment systems, or any other club property. The Treasurer shall take office on the first day of July in the Rotary year in which he or she is elected to serve as treasurer, provided that he or she has completed the online course, Club Treasurer Basics, in the Rotary Learning Center.

*Section 4.7 — Directors*

Directors provide oversight of the five Rotary Avenues of Service, which are the foundation of club activity: Club, Vocational, Community, International and Youth (New Generations). They serve as voting members of the Board of Directors and serve for a term of one year. The primary responsibility of all directors is to contribute toward the success of the vision, goals and activities

of the Club. They are expected to delegate, coordinate, and monitor various Club operational functions and assure that they are properly accomplished. By working together as members of the Club Board and involving all the members of the Club in various projects and activities, Directors are key to achieving the goals of our Club and the overall philosophy of Rotary. While each Director has individual responsibilities within the scope of their own committees, they should also work together to share the implementation of any single related project. All Directors are authorized and encouraged to form committees to accomplish their tasks and to involve many of the Club's members in those tasks. Where feasible and practicable in the appointment of club 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. There are certain expectations common to each Director which include:

- Attending the regular meetings of the Board of Directors.
  - Attending District events and functions.
  - Coordinating the activities of their individual committees as well as the joint projects and activities of the Club.
  - Performing other duties as may be assigned by the President or the Board
- a) *The Club Services Director* shall assume responsibility for the development and implementation of a comprehensive membership recruitment, education and retention plan; support for The Rotary Foundation through both financial contributions and program participation; fundraising events determined by the club; the club's public relations strategy that provides the public with information about Rotary and promotes the club's service projects and activities. This director shall also assume responsibility for
  - b) club meeting arrangements, facilities, programs and special events. The Club Services Director serves as the chair of the Membership Committee and supervises and coordinates the processing of all new membership proposals through the various stages of approval.
  - c) *The Community Service Director* shall encourage every Rotarian to find ways to improve the quality of life for people in our community and to serve the public interest by identifying programs and organizations in the southwest Rochester community for the club to support financially and through stewardship. Learn more in Communities in Action: A Guide to Effective Projects.
  - d) *The International Service Director* shall encourage club members to identify educational or humanitarian programs that address the needs of communities in other countries. This director shall also consider international projects supported by Rotary International and seek potential projects in which the club could work with other clubs, District 7120 and Rotary International to maximize financial support for international projects important to the club.
  - e) *Youth Service (New Generations) Director* recognizes the importance of empowering youth and young professionals through leadership development programs such as Rotaract, Interact, Rotary Youth Leadership Awards (RYLA), and Rotary Youth Exchange.
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## **Article 5 Meetings**

### *Section 5.1 — Annual Meeting*

An annual meeting of this club shall be held in December of each year, at which time the election of officers and directors who will serve for the next Rotary year shall take place. The secretary must submit the names of the officers to RI before Dec 31st.

- a) *Quorum*: One-third of the membership shall constitute a quorum at the annual meeting of this club.

### *Section 5.2 — Regular Meeting*

The regular weekly meetings of this club shall be held on the first Thursday of each month at 5:30 pm and the third Thursday of the month at 8:00 am. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

- a) *Attendance*: All members are expected to engage with Rotary at least two times per month on average, either through meeting attendance or participation in an official Rotary event. This includes, but is not limited to regular club meetings, board meetings, committee meetings, authorized fundraisers, club community service events or work parties, Rotary District or International events or workshops. Members that are away from town or unable to attend regular meetings or Rotary events for an extended period of time are permitted to make up meetings at other clubs or can make up missed participation within the next twelve months with any official Rotary activity. Makeups and participation can be reported to the Club Secretary by email or in person at any regular club meeting.
- b) *Quorum*: One-third of the club membership shall constitute a quorum.

### *Section 5.3 — Board meeting*

Board meetings are held on the second Thursday of each month at 5:30 pm and the fourth Thursday of the month at 8:00 am. Special meetings of the board shall be called with reasonable notice by the president or upon the request of at least two directors.

- a) *Attendance*: Board members are expected to attend all meetings of the Board, but a mandatory minimum attendance of 50% is required. Any board member who does not meet the minimum attendance requirement, may, at the option of the remaining board members, be replaced upon a vote of the remaining Board to do so.
- b) *Quorum*: At least half of the board membership shall constitute a quorum.
- c) *Executive Session*: The meetings of the board are open to all members of the club and invited guests. On rare occasions when it may be necessary to discuss sensitive or legal matters, the board may hold an “executive session.” To initiate an “executive session,” a board member must make a motion to hold such a session, and a second is required. Following debate on the motion, the board shall vote, with a majority of the vote being required to pass. All board members and those invited to participate will remain during “executive session”; all others will be asked to leave. Upon completion of the “executive session,” the regular board meeting will be reconvened, if further business is to be conducted; those asked to leave will be invited back for the remainder of the meeting. The minutes of the board meeting will include a statement that the board voted to go into “executive session,” stating only the reason for such action.

Section 5.4 — *Committee Meetings*

Committee meetings shall be scheduled as needed, to be determined by the chairman of the committee. Minutes of all committee meetings shall be taken by the committee chair or other committee member designated by the chair, and sent to the secretary to be filed with club records.

- a) *Quorum*: One-third of the committee membership shall constitute a quorum

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**Article 6 Fees and Dues**

Section 6.1 — *Individual Member Dues assessment*

The annual individual member dues shall be determined by the board of directors annually in April. Dues are to be paid before a proposed member is admitted. Annual club dues include RI per capita dues, a subscription to *Rotary* or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment. Dues may be increased to reflect increases in RI and District dues; other increases in dues must be approved by membership.

- a) *Current dues*: The current membership dues shall be \$170 per year (as of July 1, 2021), structured as follows:

Rotary International

RI Dues: \$64

Rotary Magazine: \$12

Council on Legislation: \$1

Club Insurance: \$6.51

District 7120

District Dues: \$27

PETS Registration: \$6.18

Gifts to new clubs: \$.50

Rotary Club of Rochester SW

Club Dues: \$22.81

Section 6.2 — *Corporate Membership Dues assessment*

The Rotary Club of Rochester Southwest offers a corporate membership program for businesses, professional practices, government entities, educational institutions, and other organizations. The annual corporate member dues shall be determined by the board of directors annually in April. Dues are to be paid before a corporate member is admitted.

- a) *Qualifications*: The employees of any business are eligible for corporate membership in the Rotary Club of Rochester Southwest.
- b) *Members*: Subject to the approval of the club's board, the business designates employees to serve as members of the Rotary Club of Rochester and may appoint up to three people: one primary member and two alternates.
- c) *Attendance*: All members (primary and alternates) are entitled to attend any regular meeting of the club or any other Rotary club as determined by the club.

- d) *Dues*: Dues for the corporation are \$250 per year (as of July 1, 2021).
- e) *RI registration*: Primary corporate members for whom RI dues have been paid are registered as active members in Rotary's database. They will be listed as official members of the club and noted in the roster as primary corporate members of the named business. Alternate corporate members for whom RI dues have not been paid are not listed on the club roster in Rotary's database.
- f) *Votes and quorum*: For the purpose of general meetings and club matters, the primary corporate member is eligible to vote. Since the corporation has one primary member that is reported as an active, RI dues-paying member, it will have only one vote which will be made by the designee attending the meeting at which the vote is taken.
- g) *Holding office*: Any RI dues-paying member listed in Rotary's database, which includes the primary corporate member, is eligible to hold office. Alternates who do not pay RI dues are not eligible.

### Section 6.3 — *Billing*

Dues shall be billed to each member by June 1 and by December 1; members shall pay their dues before July 1 and before January 1.

### Section 6.4 — *Payment*

Membership dues may be paid in two installments, payable by the first day of July, and by the first day of January. Dues will be considered delinquent if not paid within 30 days. Membership dues may also be paid in one installment, payable by the first day of July. Upon special arrangements with the treasurer, and subject to the approval of the president, alternate payment arrangements may be made upon the request of individual members.

### Section 6.5 — *Non-payment of Dues/Membership Termination/Leave of Absence*

The Club recognizes that circumstances can create financial difficulties for members, and it is the intention of the Club to retain its members.

- a) *Non-payment of dues*: Invoices from the Club must be paid within 30 days. If a member fails to pay their dues by 30 days after the due date, the member is to be contacted by the Membership Chair. It is the member's responsibility to notify the treasurer if circumstances prevent the timely payment of financial obligations to the Club, and to obtain a Board approved repayment arrangement which will result in the payment of past-due amounts owed to the Club. Failure to pay or to obtain a Board approved repayment plan will result in the termination of membership. Termination does not obviate the duty to pay all dues and sums owed to the Rotary Club of Rochester Southwest through the date of termination. The elected Officers will review monthly member account receivables and will initiate corrective action, if deemed necessary.
- b) *Voluntary Membership Termination*: Members may terminate their membership through a written request to the Board. The member will not be entitled to any rebate of dues or fees paid.
- c) *Involuntary Membership Termination*: The Board of Directors may terminate the membership of a member for cause, including but not limited to the member's death, material violation of the bylaws, actions that threaten the well-being of the club, or nonpayment of obligations, subject to any applicable regulatory approvals. Such Board of

Directors termination shall be after an affirmative vote consistent with the voting procedures in the bylaws. Where membership is terminated by the Board for cause, the member will not be entitled to any rebate of dues or fees paid.

- d) *Leave of Absence*: Upon receipt of a written letter showing good reason, the Board may grant a member a leave of absence (LOA) for a specified period of time providing the following criteria have been met:
- i. the member shall have been a member for more than 1 year;
  - ii. the member shall have had satisfactory attendance for at least 1 year;
  - iii. the LOA is for either prolonged absence from the area or prolonged serious health issues, including hospitalizations, house-bound illness, or need to be custodial caregiver for a family member or significant other;
  - iv. the excused member will be recorded as excused unless attending a makeup meeting at another club or online;
  - v. the LOA shall not be for more than 6 months, unless otherwise approved by the board.

An approved LOA excuses the member from attending meetings, but the member must continue to pay all dues and fees of membership unless the payments are specifically waived by the Board.

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## **Article 7 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. The board may determine that a specific resolution be considered by ballot rather than by voice vote. Email votes may occur at the discretion of the President. Whenever a specific issue arises necessitating a vote of the board of directors before the next board meeting, an email vote regarding a formal motion (made and seconded) addressing that particular issue may be requested by any member of the board; however, all board members must agree that an email vote may be conducted for this issue. Votes must be cast as "Yea", "Nay", or "Abstain"; a simple majority is necessary for passage. A record of the email vote shall be included in the minutes for the following board meeting.

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## **Article 8 Committees**

### *Section 8.1 — Committee Appointments*

Club committees are charged with carrying out the annual and long-range goals of the club. The president, president-elect 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 three years to ensure consistency. Whenever possible the chair should have previous experience as a member of the committee.

- a) Standing committees should be appointed as follows:



- i. Membership:* This committee should develop and implement a comprehensive plan for the recruitment and retention of members. This committee reports to the Club Service Director.
  - ii. Service Projects:* This committee should develop and implement educational, humanitarian and vocational projects that address the needs of our community and communities in other countries. The Service Projects committee will consider vocational service, community service, international service and New Generations service, when developing plans for the year. This committee reports to the Community Service Director.
  - iii. Public Relations:* This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities. This committee reports to the Club Service Director. Add social media and website
  - iv. The Rotary Foundation:* This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. This committee reports to the Club Service Director.
  - v. Additional ad hoc committees may be appointed as needed.*
- b) The selection of specific committees is not limited to those previously established; however, it is recommended that previous committee structures be closely examined for continuation by the new administration. All committees, including new and ad hoc committees, the chairs, members, and directors, should be identified and advised of their assignments by May 15 of each year. This information is to be published in the Roster before the beginning of the new Rotary year and distributed to the club members by July 1.

Section 8.2 — The president is an ex officio member of all committees and, as such, has all the privileges of membership.

#### Section 8.3 — *Committee Chairs*

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.

#### Section 8.4 — *Duties of Committees*

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference 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. Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.

## **Article 9 Finances**

### *Section 9.1 — Annual Budget*

Prior to the beginning of each Rotary year, the treasurer shall prepare a draft budget of estimated income and expenditures and present it to the President-elect for board consideration. Upon approval, this budget shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. This budget may be amended as needed and approved by the board.

### *Section 9.2 — Deposit of Funds*

The treasurer shall deposit all club funds into an account at a financial institution approved by the board. The treasurer will account for funds.

### *Section 9.3 — Club Bills*

All Club bills shall be paid by the treasurer or one of two other officers whose signatures are on file at the financial institution in accordance with the approved budget, or as otherwise approved by the board of directors.

### *Section 9.4 — Tax Return Filing*

The treasurer is responsible for the timely filing the annual tax return by November 15, and also ensures that the Club complies with all pertinent laws and regulations required to maintain its non-taxable status.

### *Section 9.5 — Financial Review and Report*

A review of club financials shall be done on an annual basis. At the end of the fiscal year, a financial report should be prepared by the treasurer and reviewed by the executive committee before being presented to the club membership by September 1.

### *Section 9.6 — Dues Payments*

The fiscal year of this club shall extend from 1 July to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

### *Section 9.7 — Board Oversight*

The board shall have the responsibility to authorize the expenditure of money from the club treasury to cover all expenses of the club in connection with its regular operation. Any extraordinary expenditure, or expenditure not related to the regular operations of the club, shall first be approved by the board and then submitted to the membership and approved before the expenditure is made.

### *Section 9.8 — Fiscal Year*

The fiscal year of this club shall extend from July 1 to June 30 and, for the collection of members' dues, it shall be divided into two (2) semi-annual periods extending from July 1 to December 31 and from January 1 to June 30. RI dues shall be paid on July 1 and January 1 of each year reflecting the number of members as of those dates; District dues shall be paid as billed, typically between August and October.

## **Article 10 Method of Electing Members**

### *Section 10.1 — Candidate Proposal*

Any member can propose a candidate for membership at a Club meeting. The prospective member must fulfill the membership requirements of attending 3 Club meetings or events prior to becoming a member. If the majority of members in attendance agrees, the prospective member is approved to begin the application process. If a membership invitation is not extended or the offer is declined, a letter inviting the candidate to be a “friend” of the club shall be sent and the email of the candidate will be added to our distribution list.

### *Section 10.2 — Prospective Member Application*

The Membership Chair will email an invitation letter and membership form (or the link to the form) to the prospective member with an application deadline of three weeks from the date of the letter. The invitation letter shall include the club’s meeting schedule and locations, dues structure and method of payment options.

### *Section 10.3 — Membership Committee Review*

The membership committee shall ensure that the application meets all the classification and membership requirements of the Rotary Club of Rochester Southwest. Following their review, the membership committee shall then advise the board of its findings.

### *Section 10.4 — Board Approval*

The board shall approve or disapprove a prospective member’s application within 30 days of its submission or at its next scheduled board meeting. Upon board approval, the secretary shall present the candidate’s name to the membership, at which time they will have 7 days to submit their objections to the Board. If any such objection is filed by an active member, the board shall vote on this matter at its next scheduled meeting. If membership is approved despite any objection, the prospective member shall be considered to be elected to membership. If no written objection to the membership proposal is received by the board from any active member of the club within 7 days following the presentation of the candidate’s name to the membership, that prospective member shall be considered to be elected to membership.

### *Section 10.5 — Official Admission*

If the decision of the board and the Club is favorable, the prospective member must fulfill the membership requirements of attending 3 Club meetings or events (all of which may occur prior to request for membership), and submitting their payment of dues, if applicable.

### *Section 10.6— Orientation and Induction*

Following the official admission, the president shall arrange for the new member's induction, distribution of membership materials, and new member Rotary literature. In addition, the secretary will report the new member’s information to the District and record the membership information on Club Runner . The president will assign a mentor to assist with the new member’s assimilation to the club, as well as assign the new member to club committees. The

new member should be instructed to create a myrotary.org account, update their profile in Club Runner, and complete the online course, Rotary Basics, in the Rotary Learning Center.

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**Article 11 Amendments**

These bylaws 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 be provided to each 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 standard Rotary club constitution and with the constitution and bylaws of RI.

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*Respectfully presented to Membership for approval on January 20, 2022. Approved unanimously by voice vote of the 15 members who were present, constituting a quorum of 21 members.*

*2021-22 Bylaws Committee:*

- *Lisa Norwood, Chair*
- *Glenn Cerosaletti*
- *Marcella Richer*

*These Bylaws supersede any prior Club Bylaws.*