

**Bylaws of The Rotary Club of Erie
(amended and restated January 22, 2020)**

ARTICLE 1 - Definitions

1. **Board:** The Board of Directors of this club.
2. **Director:** A director on this club's Board of Directors.
3. **Member:** A member, other than an honorary member, of this club.
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 majority of the directors for club board decisions.
5. **RI:** 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 thirteen members of this club, namely, the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, immediate past president, and seven (7) directors elected for two (2) year terms in accordance with article 3, section 1 of these bylaws.

ARTICLE 3 - Election of Directors and Officers

Section 1 - At a regular meeting not less than one month prior to the annual meeting for election of directors and officers, the nominating committee consisting of the president as chair and the four (4) active immediate past presidents shall propose for nomination candidates from the membership of the club for the offices of president, vice president, secretary, treasurer and for as many of the five (5) board positions (two (2) year terms, with a maximum of two (2) consecutive two (2) year terms) as will be open on 1 July next following the election. Additional nominations may be made in writing to the secretary of the club within ten (10) days of the nominating committee report. The nominees shall be announced by the presiding officer at the next regular meeting of the club, at which time nominations will be closed. The names of all nominees shall then be voted on at the annual meeting. The candidates for officers receiving a majority of the votes shall be declared elected to their respective offices, and those receiving the highest number of votes for the open board positions shall be declared elected to the board for two (2) year terms commencing on the first day of July next following the election. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year. The president-nominee shall take the title of president-elect on 1 July in the year prior to taking office as president.

Section 2 - The officers and directors so elected, and those directors continuing in two (2) year terms, together with the immediate past president, shall constitute the board. As soon as feasible, the president shall appoint a member of the club to act as sergeant-at-arms.

Section 3 - A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the combined membership of the board and the remaining directors-elect.

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 serve as a director and to perform such other duties as may be prescribed by the president or the board.

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, to serve as program chair, 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; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; 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 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 - Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

ARTICLE 5 - Meetings

Section 1 - Annual Meeting. An annual meeting of this club shall be held on or before the last Wednesday in December in each year, at which time the election of officers and 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 noon. Reasonable notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard 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 sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

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 monthly on dates and at times established from time to time by the board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 - A majority of the directors shall constitute a quorum of the board.

ARTICLE 6 - Fees and Dues

Section 1 - The admission fee shall be as determined from time to time by the board and shall be paid before the applicant can qualify as a member.

Section 2 - The annual club dues shall be as determined by the board from time to time and shall be payable quarterly in July, October, January and April. Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

ARTICLE 7 - Method of Voting

The business of this club shall be transacted by voice vote or a show of hands. The board or the president may determine that a specific resolution be considered by ballot rather than by voice vote or show of hands.

ARTICLE 8 - Committees

The president shall, subject to the approval of the board, appoint standing and ad hoc committees. Club committees are charged with carrying out the annual and long-range goals of the club based on the four 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 three years 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. It is recommended that the chair have previous experience as a member of the committee.

(a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) 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.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

ARTICLE 9 - 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 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.

ARTICLE 10 - Finances

Section 1 - Within the first month of each fiscal year, the board shall 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 operations and one in respect of charitable/service operations.

Section 2 - The treasurer shall deposit all club funds in financial institutions approved by the board on an annual basis. The club deposit funds shall include a separate account containing a balance large enough to fund the club's service projects for the following twelve (12) months.

Section 3 - All bills shall be settled in a timely manner by the treasurer. All club disbursements shall be signed by two (2) of the following three (3) officers: treasurer, president, president-elect.

Section 4 - A financial statement review, using standards established by the American Institute of Certified Public Accountants, shall be prepared for board review within ninety (90) days after the close of each fiscal year.

Section 5 - Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by 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 four (4) quarterly periods extending from

1 July to 30 September, 1 October to 31 December, January 1 to 31 March, and 1 April to 30 June. The payment of per capita dues and other payments due to RI or the district as set forth in article 2, section 2 shall be made to the appropriate recipient on 1 July and 1 January of each year on the basis of the membership of the club on those dates, except as may be otherwise required by the recipient.

ARTICLE 11 - Method of Electing Members

Section 1 - The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 - The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 - The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, 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 membership proposal form and to permit his or her name and proposed classification to be published to the club.

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 ten (10) days following publication of information about the prospective member, that person, upon payment of the admission 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. If not to exceed two (2) negative votes are cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 - Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 - The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

ARTICLE 12 - Erie RotarEmeritus Status

Section 1 - The purpose of Erie RotarEmeritus status is to recognize long-time members of the Rotary Club of Erie who have distinguished themselves by their service.

Section 2 - To be eligible for consideration, the member must:

- (a) have attained his/her 75th birthday.
- (b) be a Paul Harris Fellow.
- (c) have been a member in good standing for at least 25 years.

Section 3 - Applications must be submitted to the Board of Directors for review and approval.

Section 4 - Erie RotarEmeritus designees:

- (a) have all the rights and privileges of any active Rotarian.
- (b) are expected to participate in Rotary philanthropy.
- (c) may attend meetings at their discretion.

Section 5 - The following fee policies will apply:

- (a) dues will be reduced to an amount determined from time to time by the Board of Directors, payable as billed.
- (b) lunch is paid at the door at the prevailing rate.
- (c) unpaid dues which are more than 6 months arrears are grounds for removal from Erie RotarEmeritus status.

ARTICLE 13 - Other Membership Categories

The board may from time to time recommend to the members other categories of membership in the club (for example, corporate membership, previously approved), provided that the terms and conditions of such membership categories do not violate the constitution of the club or the constitution or bylaws of RI.

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 - 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 have been mailed to each member at least twenty-one (21) 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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