**Rich-Mar Rotary Club Service Association Bylaws – Revision October 1, 2024**

**Purpose and Structure:**

Rich-Mar Rotary Club Service Association is organized and is exclusively for charitable and educational purposes under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The Association follows Rotary International’s Rotary Club Constitution as a charitable cause and bylaws stated below which are wholly consistent with such Constitution.

Structurally, the Association covers 1) the Main Club with overall governance and 2) appendages which can include a Satellite Group focused on areas such as broad local community projects, one or more Impact Groups with a focused service mission, and a Association Foundation used to fund programs within the Association.

The location of this Association is in southern Butler County of Pennsylvania, although it also serves communities in the adjoining area as well as nationwide and worldwide charities.

Its mailing address for the Main Club is PO Box 392 Mars PA 16046. A non-PO Box mailing address is the current treasurer’s home address for the Main Club and appendages.

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***Bylaws***

**Article 1 Definitions**

1. Board: The board of directors.

2. Director: A director on the board.

3. Member: A member, 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 members for decisions and a majority of the directors for board decisions.

5. RI: Rotary International.

6. Year: The 12-month period beginning 1 July.

**Article 2 Governing Bodies or Board**

The governing body of the Main Club is its board, consisting of directors, at a minimum, the President, Immediate Past President, President-elect, Secretary, and Treasurer. Additional members may include the chairs of Club Service, Community Service, Community Relations, New Generations, International, Foundation, Public Image, Membership, and Programs (including Special Events and Speakers).

The governing body of the Satellite and Impact Groups consists of a board with a President (can be termed ‘Leader’), Secretary and Treasurer as a minimum. The immediate past president or leader may be part of the board as determined by the new board president or leader.

The governing body of the Foundation consists of a board with director positions including a President, Vice-President, Secretary and Treasurer as a minimum. There shall be no less than five total directors.

**Article 3 Elections and Terms of Office**

Section 1 —One month before elections, members can nominate candidates in good standing for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both. If a successor is not available, directors may repeat the following year for the same position per election results.

Section 2 —The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — If **any officer or board member vacates their position, the remaining members of the board will appoint a replacement.**

Section 4 — **If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.**

Section 5 —The terms of office for each role are:

President and as appropriate President Elect — one year

Treasurer — one year

Secretary — one year

Other positions can be made by appointment of the President-Elect or Leader.

(See Article 11 for Foundation Elections)

**Article 4 Duties of the Directors**

Section 1 — The president presides at regular meetings and board meetings and provide overall supervision and control.

Section 2 —The immediate past president may serve as a director on the board.

Section 3 —The president-elect as appropriate prepares for his or her year in office and serves as a director.

Section 4 —A director attends regular meetings and board meetings.

Section 5 —The secretary keeps membership and attendance records.

Section 6—The treasurer oversees all funds and provides an accounting of them.

Section 7-- Duties of other directors are established by the President or Leader.

**Article 5 Meetings**

Section 1 —An annual meeting of the Main Club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year. Results are reported to RI as needed. Annual election meetings for the appendages are set by those boards.

Section 2 — The Main Club normally meets on Wednesday. Reasonable notice of any change or cancellation of the regular meeting will be given to all members. With reasonable notice, the Satellite meets once monthly, the Impact Groups meet as needed to support their mission and the Foundation meets quarterly as a minimum.

Section 3 — Board meetings are held each month by the Main Club with agenda and meeting minutes that capture as a minimum action items and agreements/decisions. Special meetings of the Main Club board are called with reasonable notice by the president or upon the request of two directors. For the appendages, the meetings in Section 2 serve as their overall governing board meetings.

Section 4 – The Main Club shall have at minimum one “Club Assembly” meeting per quarter to inform the membership of goals, focus and decisions of the board.

Section 5 – The Main Club will hold a regular meeting at least twice per month which can include “Club Assembly”

Section 6 – Additional monthly meetings can include service projects and socials.

Section 7 – As part of Association governance, there is an annual meeting led by the Main Club treasurer with each of the appendages to 1) review finances and prepare for tax filings, 2) ensure actions continue to align with Rotary goals, 3) specific governance of the appendages (e.g. insurance coverage, youth protection, etc.) is in place and 4) determine if the Main Club can assist the appendages to meet their mission and goals.

**Article 6 Dues**

Annual dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, and as appropriate association expenses. Dues are paid semi-annually.

**Article 7 Method of Voting**

The business of the Association is conducted by voice vote. Each member has one vote.

**Article 8 Committees**

Section 1 — Committees coordinate their efforts to achieve annual and long term goals. The Main Club should have the committees listed in the Standard Rotary Club Constitution.

Section 2 — The president or leader is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3 — 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.

**Article 9 Finances**

Section 1 — The board for the Main Club and appendages (outside of the Foundation) shall prepare a budget of estimated annual income and expenditures in July for approval. For the Foundation, the board is responsible for ensuring and regularly reviewing the investment plan for collected funds that also facilitates prudent withdrawals.

Section 2 — The treasurer deposits funds in a financial institution or institutions designated by the board. The treasurer must keep a distinction between revenue received as donations (which could be tax deductible) and that received for any goods and services such as luncheon costs, etc.).

Section 3 — Bills are paid by the treasurer or another authorized officer, with records available for annual review by other officers or directors. (OR approved by two other officers or directors).

Section 4 — It will be the policy of the Main Club that funding for requests received by the Board or Service Committees be limited to Five Thousand Dollars ($5,000.00). If a request is received for funding in excess of Five Thousand Dollars ($5,000.00), for a specific need or project, the board has the discretion to honor such one-time requests but the need or project must have a specific start and end date.

Section 5 – Main Club members will receive an annual financial statement.

Section 6 — The fiscal year is from 1 July to 30 June.

Section 7 – Revenue collected from fundraising or received from the Foundation are to be used for charitable purposes to those in need within the community or on an international basis. All donations benefitting international causes will be made to a vetted US affiliate who will handle the distribution to a foreign entity. No loans to any member are permitted. A minor portion of the revenue is used for expenses of running the association. The association does not operate for any private profit motive. If the association or portions are dissolved, remaining funds will be provided to community/international charitable causes and cannot be provided to any member of the association.

Section 8 – The Association does not require donations to entities to support a specific project, program or purpose, does not invoke conditions on how the funds should be used, nor require a formal agreement or oversight to provide such donation. Rather, the Association should review and document the entities’ purpose and communicate with the entity to ensure its purpose is for charitable or educational purposes, is financially viable and complies with legal and regulatory requirements, and has the capacity to accomplish its mission.

Section 9 – If a donation is intended to an entity for which an Association member works for, or is on the board of directors, such information should be disclosed and that member is not part of the decision-making for the donation.

Section 10 - Scholarships may be provided to high school level recipients under the condition that the Association maintain records of the recipients/contact information, purpose of the scholarship, amount of each, the selection process and criteria, and any relationships of the recipients to Association members.

**Article 10 Method of Electing Members**

Section 1 — A member proposes a candidate for membership to the board, or another Rotary Club proposes one of its transferring or former members.

Section 2 — The board approves or rejects the candidate’s membership within 30 days and notifies the proposing member of its decision.

Section 3 — If the board approves the candidate’s membership, the prospective member is invited to join the association.

**Article 11 – Specific Foundation Election Amendments to Article 3**

Specific Modifications for the Foundation

Article 3, Section 1 - Elections: Directors for the Foundation are nominated by the current Foundation Directors and can include Main Club past presidents as well as the current or past Main Club Treasurers.

Article 3, Section 5 - For the Foundation, the term of a director is two years, with an overlap such that at least two directors are in their second year of office while new directors join.

**Article 12 Other Amendments**

These bylaws may be amended at any regular association meeting. Changing the association bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes 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.