

Bylaws of the Rotary Club of Oyster Point

Article 1: Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International
5. 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 twelve members of this club, namely, six directors elected in accordance with Article 3, Section 1, of these Bylaws, the president, president-elect, vice-president, secretary, treasurer, and the immediate past president.

Article 3: Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers and directors, the presiding officer shall ask for nominations by members of the club for president elect, vice-president, and three members of the board of directors. Every three years the nominations will include also the offices of secretary and treasurer. The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidate for President Nominee receiving a majority of the votes shall be declared elected to that office for a term of one year, and one year hence to the office of president for a term of one year. The candidate for vice president receiving a majority of the votes shall be declared elected to that office for a term of one year. The candidates for secretary and treasurer receiving a majority of the votes shall be declared elected to those offices for terms of three years. The three candidates for directors receiving a majority of the votes shall be declared elected as directors for terms of two years. All terms of office begin on the first day of July next following the election.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Within one week after their election, the board of directors shall meet and elect one of the 12 Director's of the club to act as Sergeant-At-Arms for that fiscal year.

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

Section 4 – 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.

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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 such other duties as ordinarily pertains to the office of president.

Section 2- Immediate Past President. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – 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 4 – President Nominee. It shall be the duty of the vice president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertains to the office of vice-president.

Section 5 – Secretary. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices the 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 and 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 6 – 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.

Section 7 – Sergeant-at-Arms. The Sergeant-At-Arms maintains order in the club meetings and oversees the club members acting as Sergeant-At-Arms at the weekly meetings; and performs other duties as usually pertains to the office of Sergeant-At-Arms.

Section 8- Director. A Director attends club and board meetings, and performs such 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 by December 31 or as soon as practical thereafter in each year at which time the election of officers and directors to serve for the ensuing year shall take place.

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Section 2 – The regular weekly meetings of this club shall be held on Friday at 7:30am. Due 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.

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. The day and time of the regular meetings will be determined by the board at the beginning of each new year. 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, due notice having been given.

Section 5 – A majority of the board members shall constitute a quorum of the board.

Article 6: Fees and Dues

Section 1 – The admission fee shall be \$100.00 to be paid before the applicant can qualify as a member, except as provided for in the Constitution of the Rotary Club of Oyster Point, Article 11.

Section 2 – The membership dues shall be billed quarterly on the first day of January, April, July, and October with the understanding that a portion of each quarterly payment shall be applied to each member's subscription to the RI official magazine. Dues will be set at \$175/quarter beginning January 1, 2010, as per board approval October 8, 2009. The board has the ability to set fees and dues at its discretion, as per board approval January 14, 2010.

Section 3- Beginning January 1, 2013 Secretary and Treasurer club dues will be waived, as per board approval November 8, 2012.

Article 7: Special Paul Harris Honorariums

The board may vote at its discretion to contribute Paul Harris monies to a member and/or non member in special circumstances, i.e., bringing in a new member during a membership drive, or to someone who has made a significant contribution (monetarily or not) to the club. In the case of a deceased Active or Honorary member, the club will donate to the members immediate family member \$200 (or equivalent Recognitions points) toward a Paul Harris Fellow with \$100 (or equivalent Recognitions points) at death and the other \$100 (or equivalent Recognitions points) at the one year anniversary, as per board approval April 19, 2012. In the case of the death of an active members immediate family member (spouse, children, parents) \$50 (or equivalent Recognitions points) will be donated in the members name toward a Paul Harris Fellow, as per board approval September 9, 2010.

Article 8: Method of Voting

The business of this club shall be transacted by *viva voce* 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 *viva voce* vote.

Article 9: Committees

Section 1- Club committees coordinate their efforts to achieve the club's annual and long-term goals. Each club should have the committees listed in Article 13, Section 7, of the Standard Rotary Club Constitution.

Section 2- The President 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 h regular meetings and activities of the committee, supervises and coordinates work, and reports to the board on all committee activities.

Article 10: 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. This policy excuses the member from attendance requirements during the specified time period. During this Leave of Absence the member maintains Active Membership status and is required to continue paying quarterly dues as outlined in Article 6.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; 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 provision of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 11: Finances

Section 1 – At the beginning of each fiscal year, the board shall prepare 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 these purposes, unless otherwise ordered by action of the board.

Section 2 – The treasurer shall deposit all funds of the club in some bank to be named by the board, divided into two accounts: one for the club operations and one for charitable giving

Section 3 – All bills shall be paid only by checks signed by the treasurer, or by another authorized Board Officer .

Section 4- A thorough audit by a certified public accountant or other qualified person shall be made once each year of all of the club's financial transactions.

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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 four (4) quarterly installments. 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.

Article 12: Method of Electing Members

Section 1 – *Active members* shall be composed of persons without regard to race, color, sex, creed, or national origin.

- (1) The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing. A transferring or former member of another club may be proposed to active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
- (2) The board shall consider and approve or disapprove the prospective member. The membership committee shall then notify the proposer, through the club secretary, of its decision.
- (3) If the decision of the board is favorable, the proposer, together with the Membership Chair, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his permission for his name and proposed classification to be published to the club.
- (4) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten days following publication of the name of the prospective member, the prospective member, upon payment of his admission as prescribed in Article V of these Bylaws, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If not to exceed 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 prescribed admission fee, shall be considered to be elected to membership.

- (5) Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report his name to the General Secretary of RI.
- (6) The member shall be formally introduced as a new member at a regular meeting of the club.

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Section 2- Honorary Members. The name of a proposed candidate shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If not to exceed 2 negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

Article 13: 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 14: Order of Business of the Weekly Meeting

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports, if any.

Any unfinished business.

Any new business.

Guest Speaker or prepared program

Adjournment.

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 (or emailed) 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.