

# BY-LAWS OF THE ST. MARY'S COUNTY ROTARY CLUB OF LEONARDTOWN, MARYLAND

## Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Officer: The members elected as Club Officials Annually: President, Vice President/President Elect, Secretary and Treasurer
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. Quorum: One-third of the club membership; a majority of directors for the Board.
6. RI: Rotary International.
7. Year: The 12-month period that begins on 1 July.

## Article 2 Board of Directors

The governing body of this Club shall be the Board of Directors, consisting of no more than thirteen (13) members of this Club, including the President, the immediate Past President, President-Elect, Vice President, Secretary, Treasurer, and the Directors representing Club Service, Community Service, Vocational Service, International Service, Youth Services, Membership, Communications, and Sergeant-at-Arms, as elected in accordance with Article 3, Section 1 of these By-Laws. Depending upon club membership and member interest, not all these Director positions may be occupied, and it is not mandatory that all these board positions are filled.

## Article 3. Election of Officers and Directors

**Section 1** – Six weeks prior to the annual meeting, the Club President shall present a slate of candidates for election to the offices of President, Vice President/President Elect, Secretary, Treasurer, and at least five members of the Board of Directors. The membership shall be given an opportunity to propose additional candidates at the annual meeting prior to voting. The candidate(s) for President, Vice President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The five (5) candidates receiving the most votes shall be designated as Directors for the year beginning July 1 following the election; from the time of their election until their installation, they shall be known as the Directors-Elect. The President elected in such balloting shall serve as a Member of the Board as President-Elect for the year commencing on the first day of July next following his/her election, and as President on the first day of July immediately following his/her year of service on the Board as President/Elect.

**Section 2** - The Directors, so elected, together with the immediate Past President, shall constitute the Board of Directors.

**Section 3** - A vacancy in the Board of Directors or any office may be filled by action of the remaining members of the Board by majority vote.

**Section 4** - A vacancy in the position of any Director-Elect may be filled by action of the remaining members of the Board of Directors-Elect.

#### **Article 4. Duties of Officers**

**Section 1** - General Duties of Officers. Directors are responsible for attending all Board of Directors meetings ~~(or when unable to attend designating a qualified and knowledgeable person to attend for them)~~ and insuring that they, their appointed representative, or other designated member are prepared to discuss the progress made in achieving assigned goals, projects, and objectives for the year. As a matter of policy, all major projects or large single expenditures of funds shall be referred to the Club membership for approval.

**Section 2** - PRESIDENT. It shall be the duty of the President to preside at meetings of the Club and Board. The President shall oversee all activities of the Club. The President shall perform such other duties as ordinarily pertain to this office.

**Section 3** - IMMEDIATE PAST PRESIDENT. The immediate past president shall serve as a director and may, in the absence of President and President Elect, act as presiding Chair.

**Section 4** - PRESIDENT-ELECT. It shall be the duty of the President-Elect to act as presiding Chair in the absence of the President. The President Elect shall take measures to ensure that prior to July 1st of the year the director assumes office that all committees are adequately staffed to carry out their responsibilities. The President Elect shall perform such other duties as ordinarily pertain to the office of President-Elect or those which may be delegated by the President.

**Section 5** - VICE-PRESIDENT. It shall be the duty of the Vice President to serve as a member of the Board of Directors and to coordinate the programs for the regular meetings of the Club, including club speakers or designating club members to act as speaker coordinators. The Vice-President will also perform such other duties as may be prescribed by the President.

**Section 6** - SECRETARY. It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Club and Board of Directors, record and preserve the minutes of such meetings, and provide meeting minutes to all Board members and the Club Foundation Board members. The Secretary shall provide each Board member with copies of the previous Board meeting minutes within two weeks of the meeting. The Secretary will also make the required reports to Rotary International, including the semi-annual reports of membership which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year; the monthly report of attendance at the Club meetings which shall be made online to the District Governor, or assigned District Office, immediately following the last meeting of the month; collect and remit to Rotary International subscriptions to **THE ROTARIAN**; and perform such other duties as usually pertain to this office.

**Section 7 - TREASURER.** It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club members annually, and at a minimum provide monthly reports to the Board and to perform such other duties as pertain to this office. The Treasurer shall invoice and collect membership dues. The Treasurer shall be responsible for preparing appropriate state and federal tax returns by September 15. The Treasurer shall transfer or provide funds to the Leonardtown Club Foundation for distribution towards donations, grants, scholarships and all other non-operational expenditures. Upon retirement from office, the Treasurer shall turn over to the successor or to the President all funds, books of accounts, or any other Club property in the Treasurer's possession.

**Section 8 –SERGEANT-AT-ARMS.** The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office, which includes ensuring that the regular or special meeting place(s) is properly prepared, purchasing Club materials as directed by the President or Board of Directors, maintaining inventory and condition of all Club assets and consumable materials, coordinating the meetings "greeter" schedule, and providing meeting attendance accounting to the Secretary. The Sergeant-at-Arms shall manage the Club Greeter Program. The Sergeant-at Arms will also perform such other duties as may be prescribed by the President of the Board. If no Sergeant-at-Arms is elected as a Director, a member may be appointed to the position by the Board by majority vote.

## **Article 5. Meetings**

**Section 1 - Annual Meetings.** The annual meeting of this Club, at which the election of Directors to serve for the ensuing year shall take place, shall be the first regular meeting in the month of December.

**Section 2 - Regular Meetings.** The regular weekly meeting of this Club shall be held on Thursday at 7:30 a.m. at St. Mary's Hospital, or such other location, as the Board of Directors shall specify. Advance notice of any change in or cancellation of a regular meeting shall be given to all members of the Club. All members excepting an honorary member (or member excused by the Board of this Club), in, good standing in this Club, on the day of the regular meeting must be counted as present or absent, either at this Club, any other Rotary Club, or Board of Directors approved meeting or function.

**Section 3 - Quorum.** 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 at a location and time discretionary with the Board. Board special meetings may be called by the President, whenever deemed necessary, or upon the request of two members of the Board; due notice, as determined by the Board, as 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** - Dues. The membership dues shall be \$210 per annum payable in full on the first day of July or payable semi-annually on the first day of July and of January. The Board of Directors have the option to increase dues as necessary, but increases shall be presented to the membership for vote. Dues shall consist of RI per capita dues, subscription fees to **THE ROTARIAN** magazine, district per capita dues, and club annual dues. Dues for members joining during the Rotary year shall be prorated quarterly. Dues delinquent after 45 days are referred to the Board of Directors. The Board may take appropriate action.

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

The business of this Club shall be transacted by voice vote except the election of Directors, which shall be by ballot. A count of hands may be called for when voice vote results in uncertainty.

## **Article 8. Committees**

**Section 1** - Rotary Service Committees. The President, with Board approval, shall appoint the elected Directors to head the five avenues of Rotary Service; i.e., Club Service, Community Service, Vocational Service, International Service, New Generations/Youth Services, with Membership and Communications being additional committees. Additional Directors may be designated as specified by the President or Board of Directors in any given year. Whenever such Director is not an elected member of the Board, or the official replacement for an elected Member, that Director shall enjoy *ex officio* status without voting privilege. A Director who officially replaces a departed Board member enjoys all the privileges of the member replaced.

**Section 2** - Special Committees. The Directors may, subject to Board approval, appoint such sub-committees in their lane of service, as the director may be deemed necessary. The President, subject to Board approval may appoint special committees outside the five lanes of service, as may be deemed necessary.

**Section 3** - Special Appointments. The President may, with Board concurrence, appoint any special assignment as may be deemed necessary for the internal administration of Club affairs, such as Club Greeter, Conventions Coordinator, Photographer, Historian, or Parliamentarian.

### **Section 4** - General Committee Rules

- (a) Where feasible and practicable in the appointment of Service Committees, there should be provision for continuity of membership.

- (b) The President and the Service Committee Directors shall be *ex officio* members of all Committees and, as such, shall have all the privileges of membership thereupon.
- (c) Each Committee shall transact such business as is delegated to it in the by-laws 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 submitted to and approved by the Board.

## **Article 9. Duties of Directors**

**Section 1** - General Duties of Directors. Directors are responsible for:

- (a) Attending all Board of Directors meetings ~~(or when unable to attend designating a qualified and knowledgeable person to attend for them)~~ and insuring that they, their appointed representative, or other designated committee member(s) are prepared to discuss the progress made in achieving the goals, projects, and objectives for the year.
- (b) Appointing sub-committee chairpersons to **any** sub-committees prior to 1 June.
- (c) **Ensuring** that all sub-committee chairpersons have met with the outgoing chairperson prior to 15 June, to determine unfinished tasks and to assure an orderly transfer of duties.
- (d) Providing guidance to sub-committee chairpersons on club and/or committee goals.
- (e) **Ensuring** sub-committee chairs are properly trained, and have all of the material, forms, videos, literature, RI and District 7620 links and data resources and/or Rotary publications required to properly execute their duties.
- (f) **Ensuring** sub-committees meet on a regular basis to insure committee goals and objectives are obtained.

**Section 2** - Club Service Director - shall devise and carry into effect plans which will guide and assist the members in discharging their responsibilities in the many routine service functions of this Club. The director shall supervise and coordinate the work of the Sub-Committees in the exercise of these functions which may include: membership, fellowship, the newsletter, the website and public relations.

**Section 3** - Community Service Committee Director - shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in community relationships. The director shall be responsible for the community service activities of the Club, overseeing the Community Grants program, and shall supervise and coordinate the work of any Sub-Committees that may be appointed in particular phases of community service.

The Community Service Committee Director is an *ex officio* member of the Foundation of Leonardtown Rotary, Inc.[cp2]

**Section 4** - Vocational Service Committee Director - shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in vocational relationships and in improving the general standards of practice in their respective vocations. The director shall be responsible for the vocational services activities of the Club, including scholarship application review, the Teacher Appreciation activity, and the Dictionary project and shall supervise and coordinate the work of any Sub-Committees that may be appointed in particular phases of vocational service. The Vocational Service Committee Director is an *ex officio* member of the Foundation of Leonardtown, Rotary, Inc.[cp3]

**Section 5** - International Service Committee Director - shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to international service, including grant applications. The director shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any Sub-Committees that may be appointed in particular phases of international service.

**Section 6** - New Generations/Youth Service Committee Director - shall organize, report and devise all activities for youth services. They may include Youth Exchange, Rotary Youth Leadership Awards, Interact and Rotaract activities, and associated grant applications. This Chair will coordinate with RI for promulgating an approved Youth Protection Program in the Club (in accordance with RI and the District), ensure compliance in all Department of State Code of Federal Regulations, and implement youth programs as directed by the Club President.

**Section 7** – Membership Committee Director: To support the club through training/consultation on the recruitment and retention of Rotary members. This chair shall ensure the orientation of new members and assist them in becoming productive members of the club.

**Section 8** – Communications Director: tells our club's Rotary's story. The Director develops public relations campaigns and oversees the club's website and social media efforts. Provides guidance and connectivity with District and RI web site and social media sites.

## **Article 10. Intentionally Left Blank**

## **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. This action will be followed by either terminating the member in the RI database - or by making this member an Honorary Member in good standing for a set period of time in accordance with RI processes and procedures. At which time, at the end of the Honorary Rotarian period, the member will be duly terminated or reacquired as an active member of the club.

## **Article 12. Finances**



**Section 1** - The Treasurer shall deposit all funds of the Club in the depositories named by the Board.

**Section 2** - All bills and transfer of funds shall be paid only by checks signed by the Treasurer honoring vouchers approved by the Board and certified by the President or Secretary. A thorough compilation, review, or audit by a certified public accountant or other qualified person(s) shall be made once each year of all the Club's financial transactions.

**Section 3** - Directors of this Club and of the Foundation of Leonardtown Rotary Inc. having charge or control of funds shall give bond as may be required by the Board to be borne by the Club.

**Section 4** - The fiscal year of this Club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>, and for the collection of members' dues shall be divided into two semi-annual periods extending from July 1<sup>st</sup> to December 31<sup>st</sup> and from January 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita dues and magazine subscription to Rotary International shall be made on July 1<sup>st</sup> and January 1<sup>st</sup>.

**Section 5** - At a minimum, 30 days prior to the beginning of the new fiscal year, the Board shall prepare, or cause to be prepared, a budget of estimated income and estimated expenditures for the year, which, after having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless changed by action of the Board.

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

2019 - Rotary International has released a Diversity, Equity, and Inclusion Statement, as follows:

"A top priority for Rotary is growing and diversifying our membership to make sure we reflect the communities we serve and are inclusive of all cultures, experiences, and identities. We're creating an organization that is more open and inclusive, fair to all, builds goodwill, and benefits our communities. To help us achieve our goal, the RI Board of Directors passed a diversity, equity, and inclusion (DEI) statement:

As a global network that strives to build a world where people unite and take action to create lasting change, Rotary values diversity and celebrates the contributions of people of all backgrounds, regardless of their age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity.

Rotary will cultivate a diverse, equitable, and inclusive culture in which people from underrepresented groups have greater opportunities to participate as members and leaders."

### **Section 1 - ACTIVE MEMBERS**<sub>[cp4]</sub>

- (a) An active member of the Club may submit the name of a prospective member by completing the "Membership Proposal Form" or "Proposed Member Biography" (Club Form) and giving it to the Membership Director. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

- (b) The Membership Director shall report to the Board on the eligibility of the proposed member from the eligibility of the proposed member from the standpoint of character, business, social standing, and general suitability.
- (c) The Board shall consider and approve or disapprove the recommendations of the Director and shall then notify the proposer, through the Membership Director, of its decision.
- (d) If the decision of the Board is favorable, the proposer, together with the Membership Sub-Committee, shall orient the prospective member to the purpose of Rotary and to the privileges and responsibilities of membership in the Club, following which the prospective member gives their permission for their name and proposed classification to be announced to the Club. The application shall be circulated among the membership for a period covering a minimum of one week's regular weekly meeting prior to formal acceptance in the Club. There is no minimum or maximum period a prospective member must wait to become an approved member.
- (e) If no written objection to the proposal, stating reasons, is received by the Board from any member of the Club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of dues as prescribed in Article V of these by-laws, 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 no more than one negative vote is cast by the members of the Board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee and dues, and final approval of the BOD, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the Club Secretary shall report the member's name to the Executive Secretary of the District via the District's online database.

- (f) The member shall be formally introduced by his sponsor as a new member at a regular meeting of the Club.

**Section 2 -HONORARY MEMBERS.** The name of a proposed candidate for an Honorary membership 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 no more than two 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. This includes short-term Honorary Member election (those requesting a hiatus due to external conflict - with every intent to re-join active ranks in the time specified within the Honorary Membership period—after which they would again become regular members.)[cp5]

**Section 3 - RE-ELECTION FOR FORMER ACTIVE MEMBER OR ELECTION OF A TRANSFERRING ACTIVE ROTARIAN OF A DIFFERENT CLUB**



- (a) The application of a former active member of this Club whose membership was terminated as provided in Article III, Section 3 of the by-laws of Rotary International, or active Rotarian of another Club, shall be considered promptly by the Board and in advance of any other application or proposal under the same classification or another classification.
- (b) At its discretion, the Board may refer any application to the Membership Sub-Committee and the Board may provide for a ten-day period during which any member objecting to the election of the former additional active member shall notify the Board in writing, stating reasons for his objection. At any regular or special meeting, the Board may ballot on any application taking into account, where applicable, reports from the Membership Sub-Committees and any objections files. If no more than two negative votes are cast by members of the Board in attendance at the regular or special meeting, the former active member or members shall be considered duly elected to membership and shall be so notified by the Secretary. In the event any application is rejected, the applicant shall be so notified by the Secretary.

#### **Article 14. Resolutions**

No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board. Unless this article is specifically waived by the President, such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

#### **Article 15. Order of Business**

**Section 1 - Regular Meetings** - The order of business to be held at regular meetings shall be as follows:

- (1) Meeting Called to Order
- (2) Prayer
- (3) Recital of Pledge of Allegiance
- (4) Introduction of Visiting Rotarians
- (5) Introduction of Guests
- (6) Correspondence and Announcements
- (7) Program or if a Business meeting, Committee Report
- (8) Reading of the 4-Way Test

**Section 2 - Board of Directors Meetings** - The order of business to be held at Board of Directors meetings shall be as follows:

- |   |                          |
|---|--------------------------|
| (1) Meeting Called to Order                               | (11) Unfinished Business |
| (2) Recognition of any Guests                             | n (12) New Business      |
| (3) Secretary's Report - Reading of Prior Meeting Minutes | f (13) Adjournment       |
| (4) Correspondence and Announcements                      | i                        |
| (5) Treasurers Report                                     | n                        |
| (6) Committee Director's Report                           | i                        |
| (7) President's Report                                    | o                        |
| (8) Vice President's Report                               | s                        |
| (9) Past President's Report                               | h                        |
| (10) Club Foundation Chair Report                         |                          |

## **Article 16. Amendments**

These by-laws 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 ten days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the Club Constitution and with the Constitution and By-laws of Rotary International.

By-laws approved by Club Members on: \_\_\_\_\_ of January, 2020

Certified by \_\_\_\_\_

Mary Simmons, Club Secretary

**CHANGES TO BY-LAWS**  
**2019 UPDATE (OLD VERSION SEPTEMBER 2016)**

[cp6]

ARTICLE	SECTION	CHANGE NARRATIVE
1	1	<ol style="list-style-type: none"> <li>1. Clarified membership</li> <li>2. Moved sentence on projects/expenditures to Article 4</li> </ol>
3	1	<ol style="list-style-type: none"> <li>1. Changed process for nominating Directors to fit current practice</li> </ol>
3	2	<ol style="list-style-type: none"> <li>1. Removed reference to election of Sargent-at-Arms, which we have not been electing one week after the new board meets. This position should be filled as the others are.</li> </ol>
3	3 & 4	<ol style="list-style-type: none"> <li>1. Changed “shall” (mandatory) to “may” (conditional)</li> </ol>
4	3	<ol style="list-style-type: none"> <li>1. Added to duties of Immediate Past President</li> </ol>
4	4	<ol style="list-style-type: none"> <li>1. Changed duties of President-Elect to reflect current practice—this director has not been presiding at club meetings.</li> </ol>
4	5	<ol style="list-style-type: none"> <li>1. Clarified duties of the Vice President</li> </ol>
6	1	<ol style="list-style-type: none"> <li>1. Eliminated section as not practiced</li> </ol>
6	2	<ol style="list-style-type: none"> <li>1. Changed \$200 to \$210</li> <li>2. Clarified how dues may be raised</li> <li>3. Changed “shall” to “may” and eliminated specific mention of “expulsion” as unnecessary.</li> </ol>

8	1, 3, 4b	<ol style="list-style-type: none"> <li>1. Clarified committees</li> <li>2. Changed "he" to "that Director"</li> <li>3. Removed "personnel officer" as Membership is now a board position</li> <li>4. Eliminated the word "five" because we have more than just the five</li> </ol>
9	5 - 8	<ol style="list-style-type: none"> <li>1. Removed "Special Projects Director" as not a board position; it could be ex officio appointed.</li> <li>2. Removed mention of International as ex officio member of the Foundation as unnecessary.</li> <li>3. Added Membership and Communications</li> </ol>
13	1 -1 (d)	<ol style="list-style-type: none"> <li>1. Add Rotary DEI Statement</li> <li>2. Removed form # as obsolete</li> <li>3. Replaced "chair of membership sub-committee" with "Membership Director" throughout</li> </ol>
13	1 (e)	<ol style="list-style-type: none"> <li>1. Eliminate "membership fee" as no longer applicable</li> </ol>
Final Page		<p>Will add date of club members' approval and signature of club</p> <p>secretary.</p>

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