

Amended and Restated
Bylaws of the Rotary Club of
Charles County (La Plata), Maryland
(Amended 11 December 2019)

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 a majority of the directors for club board decisions
5. **RI:** Rotary International
6. **Year:** The 12-month period that begins on 1 July

Article 2
Board of Directors

Section 1 – The governing body of this club shall be the board of directors consisting of not more than eleven members of this club, namely, five directors elected in accordance with Article 3, Section 1, of these bylaws, the president, vice president, president-elect, 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, the presiding officer shall ask for nominations by members of the club, for president, vice-president, secretary, and treasurer and the two open service director positions. (The elected president will serve a year as president elect before serving his or her role as president. Service director

positions are for terms of two years. Club service and international service director positions are open simultaneously. The following year, community service, youth service and vocational service director positions are open. Nominations for the two openings alternate every year.) If more than two are open for election during the same year, the board may elect to offer a board position for a one-year term. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a 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 candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. 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 as president and shall assume office as president on the first day of July immediately following his or her year of service on the board as president-elect.

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-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 3 – A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board for a maximum of one-year term ending the following June 30th, or until the position can be duly elected by the membership.

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.

Section 5 – The normal succession of officers is from secretary to treasurer, treasurer to vice president, and vice president to president-elect. Unless an affirmative declaration to the contrary is made by an officer unable or unwilling to proceed, each will stand for election to the next successive position. This does not preclude other members from nominating or standing for election to any officer position.

Article 4

Duties of Officers

Section 1 – **President.** It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to his office.

Section 2 – **President-Elect.** It shall be the duty of the president-elect to serve as a member of the board of directors of the club and as an officer, and to perform such other duties as may be prescribed by the president or the board. In addition, it is also the duty of the president-elect to serve as the club’s Lobster Festival chairperson.

Section 3 – **Vice-President.** 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 pertain to his/her office.

Section 4 – **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, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International and/or ensure up-to-date information is recorded on Rotary and other Rotary online data sources, and collect and remit to Rotary International subscriptions to The Rotarian, and perform such other duties as usually pertain to his/her office.

Section 5 – **Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to his office. Upon his retirement from office he or she shall turn over to his/her successor or to the president all funds, books of accounts or any other club property in his possession.

Section 6 – **Sergeant-at-Arms.** The duties of the sergeant-at-arms shall be such as are usually prescribed for his/her office and such 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 the 2nd Wednesday of 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 7:30 a.m.

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 by the board of directors of this club, pursuant to Article 12, Section 3 of 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 prior to the first Wednesday of each month, on a regular date and time as prescribed by the president. 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 **membership dues** shall be set by board and include costs associated with club, district, Rotary International, and levies assessed by the district and Rotary International. These dues are payable to the club semiannually on the first day of July and the first day of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to THE ROTARIAN magazine.

Article 7

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.

Article 8

Committees

Section 1 – The committees of the club are defined as follows.

- (a) The president shall, subject to the approval of the board, appoint the following standing committees: Club Service Committee, Vocational Service Committee, Community Service Committee, International Service Committee, and Youth Service Committee.
- (b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, and International Service, or New Generational Service as he or she may deem necessary.
- (c) The Club Service Committee, Vocational Service Committee, Community Service Committee, International Service Committee, and Youth Service Committee shall each consist of a chairman, who shall be named by the president from the membership of the board, and not fewer than two (2) other members.
- (d) The president shall be ex officio a member of all committees and, as such shall have all the privileges of membership thereon.
- (e) Each committee shall transact such business as is delegated to it in the 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 to the board and approved by the board.
- (f) Should the president deem it necessary, he or she may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the Vocational Service, Community Service, or International Service committees. Where feasible and practicable in the appointment of such 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.

Section 2 – Club Service Committee

- (a) The chairman of the Club Service committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.
- (b) The Club Service committee shall consist of the chairman of the Club Service committee and the chairmen of all committees appointed on particular phases of Club Service.
- (c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of Club Service: Club Bulletin Committee, Fellowship Committee, Membership Committee, Membership Development Committee, Program Committee, Public Relations Committee.

(d) 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.

Article 8

Duties of Committees

Section 1 – Club Service Committee. This committee 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 Club Service. The chairman of the Club Service Committee shall be responsible for regular meetings of the committee and shall report to the board on all Club Service activities. Duties of committees left vacant are the responsibilities of the overseeing service committee chair.

(a) **Club Bulletin Committee.** This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members and of the worldwide Rotary program. Should the Club Bulletin Committee be void of members, the duty to provide a club bulletin shall normally fall to the club secretary.

(b) **Fellowship Activities Committee.** This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board. Should the Club Fellowship Activities Committee be void of membership, the duties of this committee shall normally fall to the president Elect.

(c) **Membership Committee.** This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board. This committee shall also review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications. Should the Club Membership Committee be void of membership, the duties of this committee shall normally fall to the club's immediate past president.

(d) **Program Committee.** This committee shall prepare and arrange the programs for the regular and special meetings of the club. Should the Program Committee be void of membership, the duties of this committee shall fall to the club's vice president.

(e) **Public Relations Committee.** This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure

proper publicity for the club. Should the Public Relations Committee be void of membership, the duties of this committee shall normally fall to the club treasurer.

Section 2 – **Vocational Service Committee.** This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the Vocational Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

Section 3 – **Community Service Committee.** This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the Community Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Community Service.

Section 4 – **International Service Committee.** This committee 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. The chairman of this committee shall be responsible for the International Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of International Service.

Section 5 – **Youth Service Committee.** This committee shall devise and carry into effect plans which will guide and assist members of this club in discharging their responsibilities in matter relating to service to youth. The chair of this committee shall be responsible for youth activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Youth Service.

Article 9

Finances

Section 1 – The treasurer shall deposit all funds of the club in some bank to be named by the board. The financial responsibilities of the treasurer are limited to the club finances and are separate and distinct from the financial responsibilities of the Charles County Rotary Foundation, which are governed by its own set of bylaws and treasurer.

Section 2 – All bills shall be paid only by checks signed by the treasurer upon vouchers approved by the president, or by any two officers for expenses in accordance with the club budget. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 3 – Officers having charge or control of funds may be required to give bond as determined by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4 – The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 5 – At the beginning of each fiscal year the board shall prepare or cause to be prepared 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 the respective purposes unless otherwise ordered by action of the board.

Article 10

Method of Electing Members

Section 1 – **Active members** (including additional active members).

(a) The name of a prospective member, proposed by an active member of the club or by the membership development committee, shall be submitted to the board in writing, through the club secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(b) The board shall request the classifications committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

(c) The board shall consider and approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposer, through the club secretary, of its decision.

(d) If the decision of the board is favorable, the proposer, together with one or more members of the Rotary information committee, 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.

(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 his admission fee, as prescribed in Article 5 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 one negative vote are 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, shall be considered to be elected to membership.

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 Rotary International.

(f) The member shall be formally introduced as a new member at a regular meeting of the club.

Section 2 – Honorary Members. The name of a proposed candidate for 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 not to exceed one negative vote are cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

Section 3 – Special Category Members.

(a) Corporate Member A Corporate Membership shall provide an opportunity for a company or public organization, as an entity and via an executive member of its organization, to become a member of the Rotary Club of Charles County (La Plata). A Corporate Member shall be a reputable and established business, corporation, institution or government entity located in or near the geographical limits of Charles County. Corporate members may appoint up to four (4) designees, one of whom should be a member of the business's executive team. Designees shall be adult persons of good character and good business, professional and/or community reputation, who are engaged as full-time employees of the Corporate Member. Corporate Members designees shall pay full Rotary International dues and full District dues, and club dues. The corporate member is deemed present when any one or more members are present at a meeting or attend an approved make-up event. The election of a Corporate Member and each of its designees shall follow the procedure for electing Active Members in accordance with these

bylaws. All Corporate Member designees will be reported to Rotary International as active members of the club.

Section 4 - 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, not to exceed one year. At the conclusion of the approved term, the member may apply to the board for an extension. During the leave period, the member continues to pay all dues as the Club must pay RI and District dues for all members (whether on approved leave or not), unless reduced by an action of the board. Under no circumstances will the dues be less than those needed to cover the cost of Rotary International and District dues payments.

Article 11

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. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 12

Order of Business

The following constitutes the normal weekly club meeting.

Meeting called to order.

Introduction of visiting Rotarians. Correspondence and announcements.

Committee reports (if any).

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article 13

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 days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the Constitution and Bylaws of Rotary International.