

Bylaws of the Rotary Club of Gaithersburg, MD¹

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¹Amended September 3, 2013

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 five members of this club, namely, the president, president-elect, secretary, treasurer, and sergeant-at-arms. The board, at its discretion, can add other directors in accordance with article 3, section 1 of these bylaws, 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, president-elect, secretary, treasurer, and any other directors. 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 use a nominating committee, such committee shall be appointed as the club may determine. The nominations 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, president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. Candidates for any other director positions receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-elect as of the first day of July following the election and shall assume office as president on 1 July immediately following that year.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the directors-elect shall elect 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 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 preside at meetings of the club and the board in the absence of the president, to supervise the club's committees, and to perform other duties as ordinarily pertain to the office of president-elect.

Section 3 – *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; 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 prepare annual budgets, have custody of all funds, accounting for them to the club annually and at any other time upon demand by the board, and to perform other duties of the treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or the president all funds, books of accounts, and 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 in December of each year, at which time the

election of officers and directors for the ensuing Rotary year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Tuesdays at 12:15 p.m. Notice of any changes in or canceling of a regular meeting shall be given to all members of the club. All members except senior and honorary members must be counted as present or absent. Attendance means the member's is present for at least sixty (60) percent of the meeting, at this club or at any other Rotary club, or attends another acceptable makeup activity.

Section 3 – One-third of the members shall constitute a quorum at the club's annual and regular meetings.

Section 4 – Physical and virtual 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 – There is no admission fee to become a member. Club dues are \$100.00 per annum payable quarterly.

Section 2 – The membership dues shall be as set by RI and our district and shall be payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Section 3 – Each member will be assessed quarterly for meals ordered at regular business meetings.

Article 7 - Method of Voting

The business of this club shall be transacted by vocal assent except the election of officers and directors, which shall be by ballot, if any member so requests. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article 8 - Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of them.

Article 9 - Committees

Club committees are charged with reaching 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 shall be appointed to the same committee for two years. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of his/her year in office. Standing committees should be appointed as follows:

- **Membership (new and retention)**
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Public Relations and Fellowship**
This committee shall provide the public with information about Rotary, promote the club's fund raising and service projects and organize fellowship activities.
- **Club Administration**
This committee should conduct activities associated with the effective operation of the club. It should plan the weekly meetings, prepare the club newsletter, keep the website updated, and do other tasks that might be assigned to it.
- **Fund Raising and Service Projects**
This committee should develop and implement fund raising and educational, humanitarian, and vocational projects that address the needs of Gaithersburg MD and communities in other countries.
- **The Rotary Foundation**

This committee should provide information about the Rotary Foundation and develop and implement plans to support it through both financial contributions and participation in its numerous programs.

Additional ad hoc committees and an Interact Coordinator may be appointed as needed.

- (a) The president shall be an ex officio a member of all committees and shall have all the privileges of membership thereon.
- (b) Each committee shall transact the business delegated to it in these bylaws and such additional business as may be referred to it by the president or the board.
- (c) Each chairperson shall be responsible for regular meetings and activities of the committee supervise and coordinate the work of the committee, and report to the board on committee activities.

Article 10 - Duties of Committees

The duties of committees will be established and reviewed by the president for his or her year, in accord with normal Rotary procedures.

Each committee will have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the year. The president-elect shall support the committees and help present their plans to the board before the start of each year.

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 meetings of the club for three months, with automatic renewal for three more months. A member on leave will continue to pay dues and contributions to the Rotary Foundation but will pay for meals only when he or she attends meetings.

Article 12 - Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall approve a budget of estimated income and expenditures for the year.

Section 2 – The treasurer shall deposit all club funds in a bank, selected by the board.

Section 3 – All bills shall be paid by the treasurer or other authorized officer. Payments over \$500 should be approved by at least one other officer or director.

Section 4 – A thorough review of all financial transactions, by a qualified person, shall be made once each year.

Section 5 – Officers having charge or control of club funds shall give bond if required by the board for the safe custody of the funds, 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 quarter years. The payment of per capita dues, RI official magazine subscriptions and contributions to the Rotary Foundation shall be made by the club on 1 July and 1 January of each year, on the basis of the membership of the club on those dates.

Article 13 - 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 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 he/she shall be asked to sign the membership proposal form and to let his or her name and proposed classification 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) within seven (7) days of publication of information about the prospective member, that person shall be considered elected to membership.

If any objection has been filed with the board, the board shall vote on this matter at its next meeting. If approved despite the objection, the proposed member shall be considered elected to membership.

Section 6 – After the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. The secretary will report the new member information to RI, and the president will assign a member to assist with the new member's assimilation, assign him or her to a club project or function, ask that he/she attend a meeting of another club, and schedule a classification speech.

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

Article 14 - Categories of Members

The club will mainly have regular members. Members whose combined age and years of service total 85 or more can opt to become senior members, and they will pay dues and contribute to the Foundation but will pay for meals only when they attend meetings. The club may, in conformance with the policy of Rotary International, name honorary members and they will not have financial obligations.

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 is 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.

Bylaws Amendment 1, September 3, 2013

All text revisions resulting from this amendment are incorporated in the body of the bylaws.

1. Article 6 Section 1 is amended to allow for annual dues.
2. Article 6 Section 3 is amended to describe payment for meals.