

**Bylaws of the
ROTARY CLUB OF EASTON, MARYLAND**

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Bylaws of the Rotary Club of Easton, Maryland

Article 1 Definitions

1. Board: The board of directors of this club.
 2. Director: A director on this club's board.
 3. Member: A member, other than an honorary member, of this club.
 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 beginning 1 July.
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Article 2 Board of Directors

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, president elect nominee (previously referred to as vice president for club administration), secretary, assistant secretary for membership, treasurer, and directors responsible for each Avenue of Service.

Article 3 Elections and Terms of Office

Section 1 — One month before elections, members nominate candidates for president, president-elect, president-elect nominee, secretary, assistant secretary for membership, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

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

Section 3 — The terms of office for each role are:

President	One year
President Elect	One year
President Elect Nominee	One year
Treasurer	One year
Secretary	One year

Assistant Secretary For Membership	One year
Immediate Past President	One year
Director	Three years (*)

(*) The club shall elect a director for each of the following Five Avenues of Service: Club Service, Vocational Service, Community Service, International Service and Youth Service.

Section 4 – The chairman of the nominating committee shall be appointed by the president. In the absence of an appointment of a chairman of the nominating committee by the president, the immediate past president shall chair the committee. The nominating committee shall meet and determine its nominations for all open officer and board positions no later than the 1st of November of each year.

Section 5 - In the case of any vacancy among the directors or officers through death, resignation, disqualification, removal or other cause, the remaining members of the board, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director or officer whose place shall be vacant, and until the election of his or her successor, or until he shall be removed. Similarly, and in the event that the number of directors shall be increased, the additional directors shall be elected by a majority of the board, and shall hold office until their successors shall have been duly elected in accordance with the terms of these by-laws.

Article 4 Duties of the Officers

Section 1 — The president presides at club and board meetings. The president shall, subject to the approval of the board, appoint such committees as he or she may deem necessary and appropriate from time to time. Where feasible and practicable in the appointment of 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 for a two-year term.

Section 2 — The immediate past president serves as a director on the club board and shall chair the nominating committee for the election officers and directors for the following year.

Section 3 — The president-elect prepares for his or her year in office and serves as a director and presides at club and board meetings when the president is absent.

Section 4 — The president-elect nominee shall be responsible for weekly programming including the recruitment of speakers and implementation of programs. The president-elect nominee may perform such duties individually, but shall be authorized to form a committee to recruit speakers and/or to coordinate program logistics. .

Section 5 — A director attends club and board meetings and shall have primary responsibility for his or her Avenue of Service.

Section 6 — The secretary shall have primary responsibility for the following:

- Maintaining all membership records.
- Recording attendance at meetings and reporting monthly attendance figures to District 7630 within 15 days following the last regular club meeting of each month.
- Issuance of notices of meetings of the club, the board, and club committees as directed to do so by the president or the board.
- Recording and maintaining minutes of club and board meetings, as well as maintaining reports or minutes of all committee meetings provided to the Secretary by a committee chairman.
- Submission of all required reports to Rotary International and District 7630.
- Completion of such other duties as may be assigned to the Secretary by the board from time to time.

Section 7 — The assistant secretary for membership receives, coordinates, and processes all new member applications. The president or the assistant secretary may appoint a committee to engage in the identification and recruitment of new members.

Section 8 — The treasurer oversees all funds and provides an accounting of them.

Article 5 Meetings

Section 1 — An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year. One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 2 — This club meets as follows: weekly on Thursday at noon at a location to be determined from time to time by the board. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — Board meetings are held each month on the first Tuesday of each month at a time and in a location specified by the president. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors. All directors shall be expected to attend all regular and special meetings of the board. Any director who misses more than two (2) board meetings in any given Rotary year without an excused absence approved by the president shall be subject to removal from the board upon a majority vote by the remaining members of the board and upon removal, shall be replaced by the remaining members of the board in the manner provided in Section 5 of Article 3 of these bylaws. An excused absence shall be one arising out of unanticipated exigent circumstances and if approved by the president prior to or subsequent to the meeting missed by a board member, the reasons therefore shall be communicated by the president to the board at the meeting where the excused absence of the board member has been approved, or at the next meeting of the board if the absence shall be excused by the president subsequent to the meeting missed by the board member.

Section 4 – The recommended order of business at club meetings shall be as follows:

Meeting called to order.

Introduction of visiting Rotarians.

Correspondence and announcements.

Committee reports, if any.

Any unfinished business.

Any new business.

Address or featured program.

Adjournment.

Article 6 Dues

Annual club dues are to be set by the board no later than 1 June of each year. They are paid as follows: in a single payment due and payable within thirty (30) days following the date of the club's dues invoice unless other arrangements shall have been made with the treasurer and approved by the board. Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

Article 7 Method of Voting

Section 1. Officers and Directors. At any meeting of the board, a quorum shall consist of a majority if the members of the board and each officer and director shall be entitled to one (1) vote. No action or vote of the board shall be valid unless a quorum shall be present at the time of the action or vote and approved by a majority of those present and constituting the quorum; provided, however, that if a quorum shall exist at any meeting of the board at which any action or vote shall be taken, an absent officer or director shall be entitled to vote on individual matters coming before the board by casting a yea or nay vote via email if presented to the president prior to the meeting at which the matter will be considered by the board and the email vote by any such absent board member shall be tallied in connection with the approval or rejection of the board action or vote. Except as provided above, all matters coming before the board and requiring action by the board shall be decided by in person voting at a regular or special meeting of the board unless exigent circumstances shall make an in person vote impractical or impossible, in which case an electronic vote by board members shall be permitted. It shall be within the sole discretion of the president to determine whether exigent circumstances exist (such as a time sensitive matter requiring action before the next regular meeting of the board and when a special meeting may not be practical). The decision on any action taken by the board by an electronic vote shall be acknowledged and recorded among the minutes of the board's next regular meeting.

Section 2. Club Membership. The business of this club shall be conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

Article 8 Committees

Section 1 — This club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution, as well as those standing committees established and appointed by either the board or the president and except as set forth herein, shall be published in the Club's published annual yearbook. The board and the president shall be authorized to appoint ad hoc committees from time to time to address special projects and/or needs or issues of the club. The terms of any such ad hoc committees shall expire on 30 June unless the term of an ad hoc committee shall be extended into the following Rotary year by the incoming board of directors.

Section 2 — The president is an ex officio member of all committees.

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 — Before each fiscal year starts, the treasure shall prepare an annual budget of estimated income and expenditures which shall be presented to the board for approval before each fiscal year starts and which shall be presented to the club membership by the treasurer within sixty (60) following the commencement of the fiscal year. Such presentation by the treasurer may be made in such summary form as may be determined by the treasurer.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 4 — A qualified person conducts a thorough annual review of all financial transactions.

Section 5 — In addition to the presentation to the club membership described in Section 1 of this Article 9, the club membership will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, may be presented at the annual meeting.

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

Article 10 Method of Electing Members

Section 1. A new member may be proposed by two (2) current members of the Club who, after identifying a prospective member, may speak with the prospective member to ascertain that individual's interest in becoming a member of the Rotary Club of Easton, and who shall explain the object of Rotary and the expectations of the Rotary Club of Easton.

Section 2. After confirming the interest and understanding of Rotary by the prospective member, the prospective member shall be asked to complete or assist with the completion of an application for membership, which may include a resume and/or biography and which must be signed by the two proposers.

Section 3. The proposers shall be responsible for submitting the completed application materials to the board's Assistant Secretary for Membership for further processing.

Section 4. The Assistant Secretary for Membership shall request the Classification Committee to assign a proposed membership classification for the prospective new member.

Section 5. The completed application for membership reflecting a proposed classification shall be submitted to the board by the Assistant Secretary for Membership, after which the board shall consider the application at its next regularly scheduled meeting and vote to approve or reject the application for membership.

Section 6. Upon approval of the new member application by the board, the president shall sign the application and return the application to the Assistant Secretary for Membership. If the Board shall vote to reject the new member application, the Assistant Secretary for Membership shall be instructed to inform the proposers of the board's decision and the proposers shall promptly inform the applicant of that decision.

Section 7. Following the approval of a new member application by the board, the Assistant Secretary for Membership shall forward a copy of the application to the Information Committee whose responsibility shall be to inform the prospective new member that he or she has been invited to join the club and to meet with the prospective new member to explain the benefits, obligations and responsibilities associated with becoming a member of the Rotary Club of Easton. If the prospective member indicates that he or she will be unable or unwilling to fulfill those obligations and responsibilities and so informs the members of the Information Committee, the Information Committee shall so inform the Assistant Secretary for Membership who shall report to the board that the new member application shall be withdrawn.

Section 8. Provided that the Information Committee shall have confirmed that the prospective new member has acknowledged the obligations and responsibilities associated with becoming a member of the Rotary Club of Easton, the president shall announce the board's approval of the new member application and the new member's commitment to becoming a member of the Rotary Club of Easton at a regular meeting of

the club and shall further notify the entire membership of the new member proposal by email, after which any member of the club may voice an objection to the new member proposal by notifying the president or the Assistant Secretary for Membership of the objection and the reasons therefor.

Section 9. If either the president or the Assistant Secretary for Membership shall be notified of an objection to the new member proposal and the reason for such objection by a club member, the membership proposal shall be further considered by the board at its next regularly scheduled meeting. The board shall have the authority by majority vote to ratify the approval of the application for membership or to reject the application for membership, in which case the board shall instruct the Assistant Secretary for Membership to notify the proposers of the board's decision to reject the membership application and the proposers shall so notify the prospective member.

Section 10. Provided that the board shall have approved a new member application and no objection to the application has been raised by a club member within the 10 day period following notice by the president of the board's approval of a new member application, the new member shall be inducted into membership at a regular meeting of the club in accordance with the induction process established by the club from time to time.

Article 11 Non-Discrimination

The club shall not discriminate on the basis of (1) political or religious opinion or affiliation, marital status, race, color, creed or national origin; (2) sex or age; or (3) the physical or mental handicap of a qualified handicapped individual.

Article 12 Resolutions Approving Club Activities

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 further discussion until authorized by the board.

Article 13 Policies

The board shall have the authority to supplement these bylaws by the adoption from time to time of policies governing the activities of the board and the club that are not inconsistent with these bylaws or the Standard Rotary Club Constitution adopted by the club. Any such policies may be modified, supplemented or rescinded by the board in its discretion without the necessity of a vote by the membership of the club and all such policies shall be recorded among the permanent records of the club.

Article 14 Amendments

These bylaws may be amended at any regular club meeting. Changing the club 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.

Adopted by the board this _____ day of _____, 2023.

George A. Hatcher, Jr., Secretary