

Revised June 2017

BY-LAWS OF THE EASTON ROTARY CLUB
OF
EASTON, MARYLAND

ARTICLE I

NAME AND ADDRESS

Section 1. Name. The name of the club is the Easton Rotary Club.

Section 2. Address. The address of the club shall be Post Office Box 1444, Easton, Maryland 21601.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Composition. The governing body of this club shall be the Board of Directors consisting of twelve (12) members of this club, namely five (5) directors elected in accordance with Article III, Section 1 of these By-Laws, the president, president-elect, vice-president, secretary, assistant secretary, treasurer and the immediate past president.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly on a date determined by a majority of the Board of Directors. Special meetings of the Board of Directors shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the Board of Directors, due notice having been given.

Section 3. Quorum. A majority of the entire number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by these By-Laws.

Section 4. Required Vote. Each director shall be entitled to one (1) vote. Except as may be specifically provided herein to the contrary, an affirmative vote of a majority of those present shall be necessary for the passage of any resolution. Any vote may be made by written ballot, voice vote or by a show of hands.

Section 5. Compensation of Directors. Directors shall not receive any salary for their services as a director or as an officer of the club.

ARTICLE III

ELECTION OF DIRECTORS AND

OFFICERS

Section 1. Nomination and Election Procedure. 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, assistant secretary, treasurer and five (5) members of the Board of 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 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 upon at the annual meeting. The candidates for president, vice-president, secretary, assistant secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The five (5) 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 or 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. Term of Office. The term of office for each officer shall be one (1) year. The term of office for each director shall be three (3) years. The terms of office for the directors shall be staggered so that the term of office for no more than three (3) directors shall expire in any one year. Except for the filling of vacancies in accordance with the terms of these By-Laws, no more than three (3) directors shall be elected in any one year. No director shall be eligible to serve more than two (2) consecutive terms as a director unless the director shall be elected to fill an unexpired term of one (1) year or less, in which event the maximum number of consecutive years of service as a director shall be limited to seven (7) years. A director elected to fill an unexpired term of more than one (1) year shall be limited to no more than one (1) additional consecutive three (3) year term.

Section 3. Initial Meeting. The officers and directors, so elected together with the immediate past president, shall constitute the Board of Directors. Within one week of their election, the Board of Directors-elect shall meet and elect a member of the club to act as sergeant-at-arms.

Section 4. Filling of Vacancies. 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 of Directors, 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 of Directors, and shall hold office until their successors shall have been duly elected in accordance with the terms of these By-Laws.

Section 5. Place of Meeting. The Board of Directors may hold its meetings at such place or places as they may from time to time determine. The Board of Directors may hold its meetings by conference telephone or other similar electronic communications equipment.

ARTICLE IV

DUTIES OF

OFFICERS

Section 1. President. It shall be the duty of the president to preside at meetings of the club and the Board of Directors and to perform such other duties as ordinarily pertain to

the office of president.

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 to perform such other duties as may be prescribed by the president or the Board of Directors.

Section 3. Vice-President. It shall be the duty of the vice-president to serve as program chairman and to preside at meetings of the club and Board of Directors in the absence of the president and to perform such other duties as may be prescribed by the president or the Board of Directors.

Section 4. Secretary. It shall be the duty of the secretary to keep the records of membership, to record the attendance at meetings, to send out notices of meetings of the club, Board of Directors and committees, to record and preserve the minutes of such meetings, to make the required reports to Rotary International, including (a) the semiannual reports of membership, which shall be made to the general secretary of Rotary International on January 1st and July 1st of each year; prorated reports to the general secretary on October 1st and April 1st of each active and past service member who has been elected to membership in the club since the start of the July or January semiannual reporting period; (c) the report of changes in membership, which shall be made to the general secretary of Rotary International; and (d) the monthly report of attendance at the club meetings which shall be made to the district governor immediately following the last meeting of the month, to collect and remit to Rotary International subscriptions to *The Rotarian*, and to perform such other duties as usually pertain to the office of secretary.

Section 5. Assistant Secretary - Membership Proposals. It shall be the duty of the assistant secretary for membership proposals to coordinate all aspects of the process of proposing and inducting new members into the club, including informing the membership from time to time of the procedure for the proposal of a new member and any changes in the membership proposal process; distribution of such forms as may be used by the club from time to time for the proposal of new members; collection of new member proposals submitted by club members; tracking of the status of all membership proposals in process; coordination of the review of all new member proposals with the Rotary Information Committee, the data base committee and the Board of Directors; informing proposers periodically of the status of a pending proposal for membership, submission of names approved by the Board of Directors to the editor of the club bulletin for publication of the names of proposed members and the period during which objections from the membership may be noted; scheduling of an induction date with the proposed member, the sponsors and the club program chairman; and assembly of all materials to be distributed to a new member on the date of induction.

Section 6. 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 of Directors and to perform such other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to his or her successor or the president all funds, books of accounts or any other club property in his or her possession.

Section 7. Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for the office of sergeant-at-arms and such other duties as may be prescribed by the president or the Board of Directors.

ARTICLE V

CLUB MEETINGS

Section 1. Annual Meeting. An annual meeting of this club shall be held during the month 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. Weekly Meetings- The regular weekly meetings of this club shall be held on Wednesday at 12:15 p.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 IX, Section 1 of these By-Laws) 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 percent (60%) of the time devoted to the regular meeting, either at this club **or** at any other Rotary club.

Section 3. Quorum. One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of this club.

ARTICLE VI

DUES

Section 1. Dues. The membership dues shall be payable annually on the first day of July with the understanding that the dues shall include each member's subscription to **The Rotarian** magazine. The amount of membership dues shall be as last prescribed in the published minutes of the Board of Directors.

ARTICLE VII

METHODS OF VOTING

Section 1. Voting. The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which may be by ballot.

ARTICLE

VIII

COMMITTEES

Section 1. Appointment of Committees. The president shall, subject to the approval of the Board of Directors, appoint such committees as he 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. Standing Committees. Notwithstanding the foregoing provisions of Section 1 of this Article VIII, the president shall, subject to the approval of the Board of Directors, appoint the following standing committees:

- a) Club Administration
- b) Club Service
- b) Membership
- c) Public Image
- d) Rotary Foundation
- e) Service Projects
- f) Vocational Service
- g) Youth and Community

Section 3. President-Ex Officio. The president shall be *ex officio* a member of all committees and as such shall have all the privileges of membership therein.

Section 4. Authority. 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 of Directors. Except where special authority is given by the Board of Directors, such committees shall not take action until a report has been made to the Board of Directors and approved by the Board of Directors.

ARTICLE IX

LEAVE OF

ABSENCE

Section 1. Procedure. Upon written application to the Board of Directors, setting forth good and sufficient cause, a leave of absence may be granted to a member, excusing that member from attending the meetings of the club for a specified length of time.

ARTICLE X

FINANCES

Section 1. Bank Account. The treasurer shall deposit all funds of the club in a federally insured banking institution or savings and loan to be designated by the Board of Directors.

Section 2. Payment of Bills. All bills shall be paid only by checks signed by the treasurer upon vouchers signed by an officer, director or committee chairman. 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. Bond. Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the club, with the cost of the bond to be borne by the club.

Section 4. Fiscal Year. The fiscal year of this club shall extend from July 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. Budget. Prior to the beginning of each fiscal year the Board of Directors 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 of Directors shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board of Directors.

ARTICLE XI

NEW MEMBER ADMISSIONS

Section 1. Active Members.

The name and completed and signed proposal for a prospective member proposed by two active or past service members shall be submitted by the two co-sponsors to the Assistant Secretary who will, in turn, assign a proposed classification and then submit that proposal to the Board of Directors.

At its next meeting, the Board of Directors shall consider and approve or disapprove the proposal for membership and shall notify the co-sponsors, through the Assistant Secretary, of its decision.

If the decision of the Board of Directors is favorable, the proposed new member shall be considered by the Information Committee which will meet with and inform the prospective member of the purposes of Rotary and of the privileges and the responsibilities of membership in the club. Upon confirmation by the Information Committee that the prospective member is willing to undertake those commitments, the proposal should be returned to the Assistant Secretary so that the President can publish the prospective member's name to the club membership.

If within ten (10) days following that publication, no written objection to the prospective member is received by the President setting forth the reasons for such objection, the prospective member shall be inducted into the club.

If any objection has been filed, the Board of Directors will consider the same at any regular or special meeting of the Board of Directors and shall vote on the proposed member. If no more than two (2) negative votes are cast by the members of the Board of Directors in attendance at such regular or special meeting, the proposed member shall be considered to have been elected to membership and shall be inducted into the club.

Following the member's election to membership as herein provided, upon induction, the Secretary shall issue a membership card to the member and shall report his or her name to the general secretary of Rotary International.

The new member shall be formally inducted as a new member at a regular meeting of the club.

Section 2.

Honorary Members

The eligibility, election, and rights and privileges of honorary members of Rotary International are as set forth in Article 10, Section 6 of the Constitution of the Easton Rotary Club. The club Board of Directors may also designate honorary members of the Easton Rotary Club in a manner and with the rights and privileges as established by the Board of Directors. Such memberships must be reviewed annually by the Board of Directors.

ARTICLE XII

RESOLUTION

Section 1. Board of Directors Approval. 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 of Directors. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board of Directors without discussion.

ARTICLE XIII

ORDER OF BUSINESS CLUB MEETINGS

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 XIV

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 XV

AMENDMENT

Section 1. **Amendment** These By-Laws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member or published in the club bulletin at least ten (10) 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.

Adopted this day of June, 2017.