

**By-laws of the
Rotary Club of Newton-Conover**

Article 1: Definitions

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| 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. Quorum | A simple majority of the Board and a simple majority of the club. |
| 5. RI | Rotary International |
| 6. 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 12 voting members namely, the president, immediate past president, president-elect, vice-president, secretary, treasurer, and six directors

Note: Executive Secretary is appointed position with voice ; no vote. Secretary Elect and Treasurer Elect are elected positions with voice; no vote.

Article 3: Election of Directors and Officers

Section 1

At a regular meeting one month prior to the annual meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, treasurer elect, secretary elect, and two directors. The nominations may be presented by a nominating committee (three immediate past presidents) or by members from the floor, by either or by both as a club may determine.

Each nominee shall have been a Rotarian for a minimum of 2 years by the time his / her term of office begins. The Board of Directors may, at its discretion, approve exceptions to the two-year minimum requirement if deemed to be in the best interest of the club. If it is determined to use 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, secretary elect, treasurer, and treasurer elect receiving a majority of the votes shall be declared elected to their respective offices. The 2 candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office of president.

Section 2

The officers and directors shall constitute the board. Within one month after their election, the directors-elect shall meet and elect some 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 the action of the remaining directors.

Section 5

Directors serve a 3-year term with a maximum of 2 consecutive terms. Secretary elect and Treasurer elect serve a one-year term prior to moving into the elected position.

Article 4: Duties of Directors and 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 – Immediate Past President

It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – President-elect

It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 4 – Vice-president

It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president, and to perform other duties as ordinarily pertain to the office of vice-president.

Section 5 – 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 semi-annual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and pro-rated dues for active members who have been elected to membership in the club since the start of the July or January semi-annual reporting period; report changes in membership; provide the monthly attendance reports, which shall be made to the district governor within 15 days of the last meeting of the month, collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 6 – Treasurer

It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounting, or any other club property.

Section 7 – 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.

Section 8 – Executive Secretary

It shall be the duty of the Executive Secretary to provide support for the secretary, officers, and board of directors as required. The Executive Secretary is a non-voting officer appointed by the board with no term limit and no voice on the board.

Section 9 – Treasurer-elect

It shall be the duty of the Treasurer-elect to provide support for the Treasurer in all capacities.

Section 10 – Secretary-elect

It shall be the duty of the Secretary-elect to provide support for the Secretary in all capacities.

Article 5: Meetings

Section 1 – Annual Meeting

An annual meeting of this club shall be held on the 1st Tuesday in December in each year, or no later than December 31, at which time the election of officers and directors to serve for the ensuing year shall take place.

Note: Article 6, section 2 of the Standard Rotary Club Constitution provides that “An annual meeting for the election of officers shall be held no later than 31 December...”

Section 2

The regular weekly meetings of this club shall be held on Tuesday at 12:00 noon. Due notice of any changes in or cancellation of the regular meetings shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to 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 fifty percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, Article 9, Sections 1 and 2.

Section 3

A simple majority 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 each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of 2 directors, due notice having been given.

Section 5

A simple majority of the directors shall constitute a quorum of the board.

Article 6: Fees and Dues

Section 1

There shall be no admission fee.

Section 2

The membership dues shall be, payable quarterly on the first day of January, April, July, and October. Annual club dues are paid quarterly and include: RI per capita dues, a subscription to the Rotarian, District per capita dues, club fees and any other Rotary or District per capita assessment.

Section 3

According to the RI Manual of Procedure any member shall be terminated when dues are in arrears by two quarters unless special arrangements are approved by the Board.

Article 7: Method of Voting

The business of this club shall be transacted *vica voce** vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *vica voce* vote.

Vica voce vote is defined as when club voting is conducted by vocal assent and/or electronic voting with stipulated deadline.

Article 8: Avenues of Service

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

Article 9: Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

1. History: This committee should be instrumental in the preservation of club history and preservation of any materials deemed historical.
2. Membership: This committee should develop and implement a comprehensive plan for recruitment and retention of members.
3. Public Relations: This committee should develop and implement plans to provide the public with information about Rotary and to perform the club's service projects and activities.
4. Social: This committee should be active in organizing all special events in which the club participates
5. Service Projects: This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries

6. The Rotary Foundation: This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- a. The president shall be *ex-officio* a member of all committees and, as such, shall have all the privileges of membership therein.
- b. Each committee shall transact its business as is delegated to it in these 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 and approved by the board.
- c. Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed.

Article 10: Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service when developing plans for the year. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

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 no longer than 12 months. In order to remain a member in good standing, any club member granted a leave of absence must pay leave of absence fees, consisting of the full amounts of Rotary International and Rotary District 7670 dues.

Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of this club.

Article 12: Finances

Section 1

Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless

otherwise ordered by action of the board. The budget shall be broken into two separate parts; one in respect of club operations and one in respect of charitable / service operations.

Section 2

The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into 2 separate parts; club operations and service projects.

Section 3

All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 4

A thorough review of all financial transactions by a qualified person shall be made once a year.

Section 5

Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, 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 (4) periods extending from 1 July to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those days.

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 all 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 the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to 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) of the club within seven (7) days following publication of information about the prospective member, that person, (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, (if not honorary membership), shall be considered to be elected to membership.

Section 6

Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7

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

Article 14: Satellite Club(s)

From time to time the Rotary Club of Newton-Conover may form satellite club(s) if approved by the Board of Directors and membership. A letter of intent, from a current Rotarian proposing formation of a satellite club, shall be submitted for approval to the Board of Directors. The Rotary Club of Newton-Conover shall have final authority.

Prospective members of a satellite club will be submitted to the board in writing through the club secretary. A written introduction of the prospective member (completed by sponsor member) will accompany so as to give the board and membership an awareness of the proposed member. Prospective members will be encouraged to attend a main club meeting so as to introduce themselves.

Any satellite club member due(s) shall be the sum total of RI and District dues, with additional fee of \$120 per year per member to cover incidental costs.

Article 15: Resolutions

The club shall not consider any resolution to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 16: Order of Business

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports, if any.

Any unfinished business.

Any new business.
Address or other program features.
Adjournment.

Article 17: Amendments

These bylaws may be amended at any regular meeting, by a simple majority of the membership, provided that notice of such proposed amendment shall have been delivered 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.

Adopted January 24, 2017