

MEETING MINUTES OF
THE ROTARY CLUB OF BRIDGEPORT, CT

Tuesday, December 20, 2016

At the December 20, 2016 meeting of the Bridgeport Rotary Club, due prior notice having been given to the members, on motion duly made and seconded, it was voted by a majority of all members present to adopt the amended Bylaws, a copy of which is annexed hereto.



Ed Davies
Club Secretary
Chair, Bylaws Committee

BYLAWS OF THE ROTARY CLUB OF BRIDGEPORT, CT

ARTICLE I - BOARD OF DIRECTORS

Section 1

The name of the organization governed by these bylaws is the Rotary Club of Bridgeport, Connecticut (“the club”), a duly chartered club of Rotary International.

Section 2

The board of directors (“the board”) shall be the governing body of this club and shall consist of six members, the Chair of the Trustees for the Bridgeport Rotary Club Foundation and the elected officers of the club. The six directors of the board shall be organized in two classes of three, with each class serving a two-year term.

ARTICLE II- Election of Directors and Officers

Section 1

There shall be a Nominating Committee appointed by the President and approved by the board of directors not later than November 1 of each year for the purpose of proposing the names of three members in good standing to serve on the board of directors for a period of two years on a staggered basis and until their successors shall be elected and qualified. The Nominating Committee shall consist of a chairperson who is the immediate past president and four other members including the current president and the president-elect.

The Nominating committee will recommend to the membership the following slate of elected officers: president, president-elect, vice president-programs, , secretary and treasurer who when so elected, if not already a member of the board of directors, shall become ex-officio members (or member) of the board with vote.

The names of all nominated directors and officers shall be reported to the secretary and published in the Club Bulletin and sent electronically to each member. The secretary or his/her designee shall also report orally to the membership, not later than the first regular club meeting in December of each year. There shall be no nominations from the floor but additional names may be submitted in writing to the secretary for announcement to the Club in time for its second meeting in December. Voting for the board of directors and officers shall take place at the third club meeting of December. Elections shall be held in December in accordance with the rules of Rotary International and the newly elected board term will begin the following July 1.

If there are no additional nominees the president shall call for a voice vote.

If there is a contest for the position of director or officer, the names of the candidates shall be presented to the membership for vote, and the candidates who received the highest number of votes shall be declared elected. If there is a tie, those not receiving the required plurality shall draw lots for the open places on the board.

No member shall serve more than six consecutive years on the board without first having been off the

board for at least one year unless he/she shall be elected to hold office.

Section 2

All officers so elected shall serve for one year and until their successors in office are elected and qualified.

Section 3

The board of directors may designate an additional vice-president, an assistant secretary and an assistant treasurer as it deems necessary, each of whom shall be ex-officio members of the board without vote.

Section 4

The board of directors shall have the authority to remove from office for cause, any board member or officer elected.

Section 5

A vacancy on the board of directors or in any office shall be filled by the remaining members of the board.

Section 6

The immediate past president of the club shall be a member of the board of directors, ex-officio, with vote.

Section 7

The Chair of the Trustees of the Bridgeport Rotary Club Foundation shall be a member of the board of directors, ex-officio, with vote.

ARTICLE III - DUTIES OF OFFICERS

Section 1

President: It shall be the duty of the president to preside at meetings of the club and board of directors, and to perform such other duties as ordinarily pertain to the office. The president or in his/her absence, the president-elect or vice president shall execute Board-approved contracts on behalf of the club.

Section 2

President-Elect: It shall be the duty of the president-elect to preside at meetings of the club and board of directors in the absence of the president, to chair the club's annual major fundraising efforts and to perform such other duties as may be prescribed by the president or the board of directors.

Section 3

Vice President-programs: It shall be the duty of this officer to arrange programs for the regular meetings 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 or his/her designee to maintain 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 the District and Rotary International and perform other such duties as usually pertain to the office.

Section 5

Treasurer: It shall be the duty of the treasurer or his/her designee to have custody of all funds,

accounting for same to the club at its annual meeting , board meetings and at any other time upon demand by the board of directors and to perform such other duties as pertain to the office. Upon the Treasurer's retirement from office all funds, books of accounts or any other club property shall be turned over to the president.

ARTICLE IV - MEETINGS

Section 1

Annual Meeting: The annual meeting of this club shall be held the third meeting in December in each year at which time the election of officers and directors to serve for the next fiscal year shall take place.

Section 2

The regular weekly meetings of this club shall be held on Tuesdays at 12:15 p.m. provided that in an emergency, or for good cause, the president, with the board of directors' concurrence, may:

- a) change the regular meeting of any week to a different day of the same week or to a different hour of the regular day, or
- b) cancel the regular meeting of any week because of a legal holiday, an epidemic or disaster affecting the community, severe weather conditions or other emergencies.
- c) The president, with the board of directors' concurrence, may schedule meetings in July and August on a biweekly schedule.

Due notice of any such change in, or the cancellation of the regular meeting shall be given to all members of the 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 of directors shall be held monthly, unless canceled by the president.

Special meetings of the board of directors shall be called by the president whenever deemed necessary or upon the request of two members of the board, due notice having been given.

Section 5

A majority of the board members shall constitute a quorum of the board of directors. Ex-officio members shall be counted in ascertaining a quorum.

ARTICLE V - FEES AND DUES

Section 1

The initiation fee shall be as established from time to time by the board of directors and shall be paid before the applicant can qualify as a member. The initiation fee shall include the following three components : Entrance fee, Paul Harris donation and new member supplies. The fees shall be determined by the board for these components. The entrance fee shall not be required from applicants previously a member of this or any other Rotary Club.

Section 2

The membership dues shall be due on July 1 of each year in an amount established by the board of directors.

Section 3

Any member failing to pay dues within thirty days after the prescribed time shall be notified in writing by the Treasurer. If payment is not received by December 1st, membership shall be terminated.

Any member who fails to meet the attendance requirements set forth in the standard Rotary Club Constitution then in effect, without written excuse satisfactory to the directors, may, after review and consideration, have his/her membership terminated by action of the board.

ARTICLE VI - METHOD OF VOTING

The business of this organization shall be transacted by voice or electronic vote except the election of officers and directors which shall be as provided in Article II.

ARTICLE VII- COMMITTEES

Section 1(a)

The president shall, subject to the approval of the board of directors, establish the following principal and standing committees:

- Membership and Club Service
- Community Service
- International Service
- Youth and Vocational Service

Section 1 (b)

The president may establish such other committees as he/she deems advisable.

Section 1 (c)

The Membership and Club Service committee, the Community Service committee, the International Service committee, Youth and Vocational Service committee shall each consist of a chair or co-chairs who shall be named by the president from the membership of the board of directors and not less than two other members.

Section 1 (d)

The president may, subject to the approval of the board, establish committees on particular phases of club service, including:

- Classification
- Fellowship
- Program
- Public Information
- Rotary Information

and any other committee that the president may deem necessary.

Section (e)

The president shall be an ex-officio member with vote on all committees.

Section 1(f)

Each committee shall transact such business as is delegated to it in the by-laws or by the president and

such additional business as may be referred to it by the president or the board of directors. Committees may not take action binding upon the club until a report has been made to the board and approved by the board.

ARTICLE VIII- DUTIES OF COMMITTEES

Section 1

Membership and Club Service Committee: This committee shall devise and carry into effect plans which will guide and assist the members of the club in discharging their responsibilities in matters relating to Membership Recruitment and Retention and Club Administration. The chairmanshall be chosen from the elected Directors of the Board. .

Section 2

Community Service Committee: This committee shall devise and carry into effect plans which will guide and assist the members of the club in discharging their responsibilities in matters relating to their communityprojects and 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 committee that may be appointed on particular phases of community service.

Section 3

International Service Committee: This committee shall devise and carry into effect plans which will guide and assist the members of the 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 committee that may be appointed on particular phases of international service.

Section 4

Youth and Vocational Service Committee: This committee shall devise and carry into effect plans which will guide and assist the members of the club in discharging their responsibilities in matters relating to youth and/or vocational service. The chairman of this committee shall be responsible for the youth and vocational service activities of the club and shall supervise and coordinate the work of any committee that may be appointed on particular phases of vocational service.

Section 5

Other Committees: These committees shall have duties as prescribed by the president or the board of directors.

ARTICLE IX - LEAVE OF ABSENCE

The board of directors for good and sufficient cause may grant leave of absence excusing a member from attending the meetings of the club for a specified length of time.

(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 he/she attends a regular meeting of some other club, the excused member must be recorded as absent on club attendance records.)

ARTICLE X - FINANCE

Section 1

The fiscal year of this club shall extend from July 1 to June 30 of the following year. An annual budget

will be presented to the Board for approval prior to the beginning of the fiscal year.

Section 2

The treasurer shall deposit all funds of the club in some bank or banks to be named by the board of directors, or invest funds of the club at the discretion of the board.

Section 3

All bills shall be paid only by checks signed by the treasurer or assistant treasurer upon vouchers signed or submitted electronically by an officer or director. The board of directors may request an audit by a certified public accountant.

Section 4

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. The bond cost will be borne by the club.

ARTICLE XI - METHOD OF ELECTING MEMBERS

Section 1

Active members: The name of a prospective member shall be submitted to the Board in writing through the club membership director to be acted upon in accordance with procedures enacted by the Board that are consistent with the policies of Rotary International.

Section 2

Honorary Members: The name of a prospective honorary member shall be submitted to the Board in writing through the club secretary to be acted upon in accordance with procedures enacted by the Board that are consistent with the policies of Rotary International. Honorary members must be reviewed and approved at the June meeting of the Board of Directors.

ARTICLE XII - RESOLUTIONS AND SUBSCRIPTIONS

Section 1

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 the club meeting, shall be referred, without discussion, to the board, which, after having given consideration to the matter, shall submit its recommendations to the club. Having received the recommendations of the board, the club may then proceed to take such action as may seem proper to the majority.

Section 2

Any appeal to the club, or to its membership as Rotarians, for charitable or other subscriptions shall be handled in accordance with the procedure prescribed in Section 1 of this article.

ARTICLE XIII - OUTSIDE CONTRACTORS

The board of directors may contract for the services of such persons as they deem necessary at such compensation as they shall determine.

ARTICLE XIV - AMENDMENTS

These By-laws may be amended at any regular meeting of the club by a two-thirds vote of all members

present, provided that notice of such proposed amendments shall have been mailed or sent electronically to each member at least ten days before such meeting.