

BYLAWS of the Rotary Club of NIANTIC, CT

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 of Directors

The governing body of this Club shall be the Board consisting of ten (10) members of this Club, namely, three (3) directors elected in accordance with Article 3, section 1, of these bylaws, and the president, president-elect, secretary, assistant secretary, treasurer, assistant treasurer, and the immediate past president.

The Board shall have the right and ability to rule on any and all affairs. This shall be done with a simple majority vote. Six (6) voting members shall constitute a quorum of the Board. Any decisions voted by the Board shall be final in establishing policy and responsibility to the Club unless overruled by a two-thirds majority vote of the membership.

Article 3

Election of Directors and Officers

Section 1. At the first regular meeting of the Club in November, the presiding officer will call for a (slate of candidates) report from the nominating committee. The committee will propose a slate of candidates for president, secretary, assistant secretary, treasurer, assistant treasurer, and one director. At the annual meeting in December, prior to the election of officers, the presiding officer will accept additional nominations from the floor for any of the open positions. Any candidate being nominated must be present and agree to serve if elected. The nominations will be placed on the ballot in alphabetical order under each office. If two-thirds of the members present concur, the election may take place by a show of hands or a voice vote.

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 as president.

Section 2. The president-elect will select, at the May meeting, some member of the Club to act as sergeant-at-arms for the upcoming year.

Section 3. The election of a non-officer Director shall be as follows:

Each Director will be elected to a three-year term by the Club membership at the annual meeting prior to the year he or she takes office. A Director shall not serve more than two (2) consecutive terms. The terms of the three directors will be staggered; hence, one director will be elected each year.

Section 4. A vacancy in the Board or any office shall be filled by action of the remaining directors.

Section 5. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the directors.

Section 6. The filling of vacancies as described in Sections 4 and 5 of this Article shall take place within 30 days of the vacancy occurring.

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 serve as a director and to perform such other duties as may be prescribed by the president or the Board. 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. The president-elect will also serve as chair of the program committee.

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, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, report changes in membership; provide the monthly attendance report, 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 4. *Assistant Secretary.* It shall be the duty of the assistant secretary to assist the secretary in the performance of the duties of the office of secretary.

Section 5. *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 accounts, or any other Club property.

The treasurer, with approval of the Board of Directors, may appoint a Club member as finance director of a major fund-raising committee, who shall have the powers and duties of the treasurer, subject to oversight by the treasurer, with respect to the operation of that committee.

Section 6. *Assistant Treasurer.* It shall be the duty of the assistant treasurer to assist the treasurer in the performance of the duties of the office of treasurer.

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. *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.

Article 5

Meetings

Section 1. *Annual Meeting.* The annual meeting of this Club shall be held on the first (1st) Wednesday 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. *Regular Meetings.* The regular weekly meetings of this Club shall be held on Wednesday at 12:15 PM. 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 pursuant to article 8, sections 3 and 4 of 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 sixty (60) 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 8, sections 1 and 2.

Members and associates who constitute a Corporate membership may share responsibility for attendance at Club meetings, with all being permitted to attend any one meeting.

Section 3. *Quorum.* One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4. Board Meetings. Regular meetings of the Board shall be held each month at a regular time as determined by the Board.

Special 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.

The Board may meet by telephone, video or other conferencing process if all Board members have been notified and have reasonable access to the meeting method.

The Board may act in the absence of a meeting by consent of not less than two-thirds of all Board members. The Secretary shall promptly give notice of such action to all Club members and such action must be documented in the minutes of the next regularly scheduled or special meeting.

The incoming elected officers and director will meet jointly with the existing Board during the months of April, May and June. The officers-elect and director-elect shall not have voting rights. This shall be known as the combined Board.

Article 6

Fees and Dues

Section 1. There will be no admission fee to be paid before the applicant can qualify as a member.

Section 2. The membership dues shall be proposed, for the subsequent year, by the first (1st) Wednesday of April. The dues, for the subsequent year, shall be approved by the membership on the first (1st) Wednesday of May.

Section 3. The membership dues shall be payable semi-annually in July and January. A portion of each annual payment shall be applied to each member's subscription to the RI official magazine.

Section 4. New members who join between July 1st and December 31st will pay full annual dues. New members who join between January 1st and June 30th will pay half of the annual dues.

Article 7

Voting

A decision of the Club shall be made in the presence of a quorum of the Club's membership. Associates of a principal member as part of a Corporate membership may cast a single vote on behalf of an absent principal member.

The business of this Club shall be transacted by voice vote. The Board may determine that a specific action be considered by ballot rather than by voice vote.

The Board, by consent of not less than two-thirds of all Board members, may request a vote of the Club on an action requiring the consent of the Club without a meeting. Two-thirds of all Club members must consent to such action. The Secretary shall promptly give notice of such action to all Club members and such action must be documented in the minutes of the next regularly scheduled or special meeting of the Board.

Article 8

Avenues of Service

The five 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 five Avenues of Service.

Article 9

Committees

Club committees are charged with carrying out the annual and long-range goals of the Club based on the five 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 should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members and 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:

Section 1.

- a. The President shall, subject to the approval of the Board, appoint a Chairperson for the following standing committees: Club Membership, Club Public Image, Club Administration, Service Projects and the Rotary Foundation.
 - Membership
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
 - Club Public Image
This committee should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.

- **Club Administration**
This committee should conduct activities associated with the effective operation of the Club.
 - **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.
 - **The Rotary Foundation**
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- b. The president shall be an ex officio member of all committees (except nominating) and, as such, shall have all the privileges of membership thereon.
 - c. 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. Except where special authority is given by the Board, such committee shall not take action until a report has been made to the Board and approved by the Board.
 - d. 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.

Additional ad hoc committees may be appointed 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 make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues 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. Each chair, within ninety days of an event or activity, will provide a written report to the Board. This report will include a synopsis of the event, a financial report and any recommended changes to the activity.

Section 1. Club Membership Committee - This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business,

social and community standing and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the Board.

Section 2. Club Public Relations - This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object and scope; and (2) to secure proper publicity for the Club.

Section 3. Club Administration - The Chairperson of the Club Administration Committee shall be responsible for all Club Administration activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Administration.

- a. The Administration Committee shall consist of the Chairperson of the Club Administration Committee and the Chairpersons of all committees appointed on particular phases of Club Administration.
- b. The President shall, subject to the approval of the Board, appoint the following committees on particular phases of Club Administration:
 1. Attendance Committee - This committee shall devise means for encouraging attendance at all Rotary meetings – including attendance at District conferences, intercity meetings, regional conferences, and International Conventions by all Club members. This committee shall especially encourage attendance at regular meetings of this Club and attendance at regular meetings of other clubs when unable to attend meetings of this Club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.
 2. Club Bulletin Committee - This committee shall endeavor, through the publishing of a Club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming committee, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the Club, of its members and of the worldwide Rotary programs.
 3. Fellowship Activities Committee - This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the Club as may be assigned by the President of the Board.
 4. Program Committee - This committee shall prepare and arrange the programs for the regular and special meetings of the Club.
 5. Nominating Committee - The nominating committee's only function is to seek out and bring forward to the Board of Directors suitable candidates for the offices of President, Treasurer, Secretary, and non-officer directors of the Club. This committee shall be made up of (3) Club members chosen by the Board of Directors at its August meeting. The only criteria for selection of this committee should be that the people

selected have demonstrated the background and experience necessary to develop a logical interview series that will assure the Club of quality candidates.

Section 4. Service Project Committee – This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their service projects. The Chairperson of this committee shall be responsible for the Service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Community Service.

Section 5. The Rotary Foundation Committee - This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to the Rotary Foundation. The Chairperson of this committee shall be responsible for the Rotary Foundation activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of the Rotary Foundation.

Article 11

Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time not to exceed 12 months. Such leave of absence shall not result in a forfeiture of membership nor does it 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 except that absence authorized under the provision of Article 8, Section 3 of the Constitution of Niantic Rotary, CT, USA is not computed in the attendance record of the Club.

Article 12

Finances

Section 1. The fiscal year of this Club shall extend from July 1 to June 30th. For the collection of members' dues, the fiscal year shall be divided into two (2) semiannual periods extending from July 1 to December 31st, and from January 1 to June 30th. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the Club on those dates.

Section 2. Prior to beginning each fiscal year, the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which having been agreed by the Board and approved by the membership shall stand as the limit of expenditures for the

respective purposes unless otherwise ordered by action of the Board and approved by the membership.

The budget shall be broken into two separate parts: one in respect of Club operations and one in respect of charitable/service operations.

Section 3. The treasurer shall deposit all Club funds in a bank, named by the Board. The Club funds shall be divided into two separate parts: Club operations and charitable/service operations.

Section 4. The Treasurer shall present a monthly report to the Board of Directors. Copies of the report should be made available to the membership at least quarterly in a manner approved by the Board.

Section 5. Bills under five hundred dollars (\$500), if consistent with the approved annual budget (as amended, if relevant), shall be paid by the treasurer or other authorized officer (or, in the case of committee bills, the relevant committee finance director). Bills of five hundred dollars (\$500) or more, if consistent with the approved annual budget (as amended, if relevant), shall be paid by the treasurer or other authorized officer (or, in the case of committee bills, the relevant committee finance director), only when approved by two other officers or directors.

Section 6. A thorough review of all financial transactions shall be made once each year by a qualified person.

Section 7. 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.

Article 13

Membership

Section 1. *Members.* Membership in the Club shall include individuals either alone (Individual member) or as part of a Corporation (Corporate member). A Corporate member may have as many as three associates, each of whom may act on behalf of the principal member in the principal member's absence. The Corporate member is responsible for keeping the Club secretary informed as to the identity of the associates.

Section 2. *Method of Electing Members.* 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.

The Board shall ensure that the proposal meets all the membership requirements of the standard Rotary club constitution.

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.

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.

If no 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 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 shall be considered to be elected to membership.

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 3. *Membership Expectations.* Members are expected to actively participate in and contribute to service projects and to participate in two or more committees. A Corporate member and associates may share service and committee responsibilities and are encouraged to jointly participate in these activities. Each associate that attends a meeting and/or event shall pay the appropriate fees for the meeting and/or event.

Section 4. *Honorary Membership.* The Board may consider candidates for honorary membership. After Board approval the candidate's name will be proposed at a regular meeting of the membership and if approved by a two-thirds majority (a quorum being present) that candidate shall be considered elected to honorary membership. An Honorary Member's status shall be as determined by Article 6, Section 6 of the Club Constitution. The term of honorary membership will be one year. Honorary memberships may be extended on a yearly basis if approved by a two-thirds majority (a quorum being present) of the membership.

Article 14

Resolutions

The Club shall not consider any resolution or motion 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 15

Order of Business Meeting

Meeting called to order.

Introduction of visitors.

Correspondence, announcements and Rotary Information.

Committee reports if any.

Any unfinished business.

Any new business.

Adjournment.

Article 16

Amendments

Section 1. These by-laws 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 shall have been mailed or e-mailed to each member 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.

Section 2. If necessary, a transition plan approved by the membership may be adopted when these by-laws are amended.

Article 17

Parliamentary Authority

The Constitution of the Club and the Constitution of Rotary International shall be the ruling procedure documents for the Club supplemented by the current Rotary International Manual of Procedure.

The rules contained in Robert's Rules of Order (latest edition) shall govern the conduct of meetings of the membership and the Board in all cases to which they are applicable but not inconsistent with these bylaws.