

**BY-LAWS OF THE ROTARY CLUB
OF NORWALK, CONNECTICUT**

ARTICLE I

Election of Directors and Officers

SECTION 1 - 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 and treasurer. Three members of the Board of Directors shall be elected on odd numbered years and four members on even numbered years, all to serve for two years. 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 for at the annual meeting. The candidates for president, vice-president, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected directors.

SECTION 2 – The officers and directors, so elected, together with the immediate past president shall constitute the Board of Directors. The Board of Directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

SECTION 3 – A vacancy in the Board of Directors or any office shall be filled by action of the membership of the club.

SECTION 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by the membership of the club.

SECTION 5 – The president shall appoint a board of 3 tellers who shall collect and tally the ballots in the presence of any interested members of the club. The tellers shall submit the ballots and a signed copy of the tally to the president.

12/3/11

ARTICLE II
Board of Directors

SECTION 1 – The governing body of this club shall be the Board of Directors, consisting of 12 members of this club, namely, 7 directors elected in accordance with Article 1, Section 1 of these by-laws, the president, vice president, secretary, treasurer and the immediate past president.

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 and to perform such other duties as ordinarily pertain to the office.

SECTION 2 – Vice-President. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office.

SECTION 3 – Secretary. It shall be the duty of the secretary to keep 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 of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the General Secretary of Rotary International, 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, collect and remit to Rotary International subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office.

SECTION 4 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same club semiannually and at any other time upon demand by the board and to perform such other duties as pertain to the office. Upon the retirement from office the Treasurer shall turn over to the successor or to the president all funds, books of accounts or any other club property in the possession of the Treasurer.

SECTION 5 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for the office and such other duties as may be prescribed by the president and the board.

ARTICLE IV

Meetings

SECTION 1 – The annual meeting of the club shall be in December prior to the last scheduled meeting in December* in each year at which time the election of officers and directors to serve for the ensuing year shall take place. If no quorum is present at the scheduled annual meeting, the election shall be held no later than the last scheduled meeting in December.

(Note: Art. 6, Sec. 2 of the Standard Rotary Club Constitution provides that “An annual meeting for the election of officers of this club shall be held not later than the thirty-first day of December in each year as provided in the by-laws of this club”.)

SECTION 2 – The regular weekly meetings of this club shall be held on Wednesday at 12:15 p.m. Or at such other time which the club may choose in the future. 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 sub-sections (c) and (d) of Section 5 of Article VIII 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.

SECTION 3 – Twenty-five (25%) percent 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 on the first Monday of each month, or at such other day which the club may choose in the future. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

SECTION 5 – A majority of the board members shall constitute a quorum of the Board.

ARTICLE V
Fees and Dues

SECTION 1 – The membership dues shall be \$120.00 per annum, payable annually on the first day of July, which includes each member's subscription to THE ROTARIAN magazine. New members dues shall be prorated on a monthly basis. These dues can be changed by the membership at any time.

ARTICLE VI
Method of Voting

The business of this club shall be transacted by hand count vote except the election of officers and directors which shall be ballot. A written proxy will be acceptable.

ARTICLE VII
Committees

SECTION 1 – (a) The president shall, subject to the approval of the board, appoint the following standing committees:

Club Service Committee
Vocational Service Committee
Community Service Committee
International Service Committee
New Generation Service Committee

(b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of Club Service, Vocational Service, Community Service International Service and New Generation Service as he/she may deem necessary.

(c) The Club Service Committee, Vocational Service Committee, Community Service Committee, International Service Committee and New Generation Service Committee shall consist of a chairman, who shall be named by the president from the membership of the board, and not less than two (2) other members.

(d) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(e) 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.

(f) Should the president deem it necessary, he may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the Vocational Service, Community Service, International Service or New Generation Service committees. Where feasible and practicable in the appointment of such 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 to a two-year term.

SECTION 2 – Club Service Committees

(a) The chairman of the Club Service Committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.

(b) The Club Service Committee shall consist of the chairman of the Club Service Committee and the chairman of all committees appointed on particular phases of Club Service.

(c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of Club Service:

Attendance Committee
Club Bulletin Committee
Fellowship Activities Committee
Magazine Committee
Membership Committee
Membership Development Committee
Program Committee
Public Relations Committee

Appoint one member each year to following committees:

Classifications Committee
Rotary Information Committee

(d) Where feasible and practicable in the appointment of club 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 to a two-year term.

(e) The Classifications Committee and Rotary Information Committee shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under the provision shall be as follows: one member for a term of one year; one member for a term of two (2) years; one member for a term of three (3) years.

(f) The Magazine Committee shall, whenever feasible, including the editor of the club publication and a local newspaper or advertising member of the club.

ARTICLE VIII

Duties of Committees

SECTION 1 – Club Service 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 Club Service. The chairman of the Club Service Committee shall be responsible for regular meetings of the committee and shall report to the board on all Club Service activities.

(a) **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 conditions that contribute to unsatisfactory attendance.

(b) **Classifications Committee.** This committee shall as early as possible, but no later than August 31st of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications using the guide to classifications; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

(c) Club Bulletin Committee. This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, 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 program.

(d) Fellowship Activities Committee. This committee shall promote acquaintance and friendship among 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 or the board.

(e) Magazine Committee. This committee shall stimulate reader interest in THE ROTARIAN and/or REVISTA ROTARIA; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine, and in other ways make the magazine of service to the club members and non-Rotarians.

(f) 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.

(g) Membership Development Committee. This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.

(h) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club.

(i) Public Relations Committee. 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.

(j) Rotary Information Committee. This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary Club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the

members information about Rotary, its history, object, scope, activities, and (4) to give the members information as to developments in the administrative operation of Rotary International.

SECTION 2 – Vocational Service 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 vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the Vocational Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

SECTION 3 – Community Service 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 community 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 committees that may be appointed on particular phases of Community Service.

SECTION 4 – International Service 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 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 committees that may be appointed on particular phases of International Service.

SECTION 5 – New Generation Service Committee. This committee will focus on all young people up to age 30 by improving their life skills to ensure a better future, while recognizing the diversity of their needs. This will include projects to support health, human values, education and self-development. The RI Structured Programs for New Generations are Interact, Rotaract, Rotary Youth Leadership Awards (RYLA), and Rotary Youth Exchange.

ARTICLE IX

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 a specified length of time, not to exceed one year.

(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 attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provision of Art. VIII, Sec. 5(c) or (d) of the standard club constitution is not computed in the attendance record of the club.)

ARTICLE X

Finances

SECTION 1 – The treasurer shall deposit all funds of the club in some bank to be named by the board.

SECTION 2 – All bills over \$100.00 shall be paid only by checks signed by the treasurer upon a voucher signed by any other officer. An annual review by a committee or other qualified person(s) appointed by the president shall be made once each year of all the club's financial transactions.

SECTION 3 – Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the Club.

SECTION 4 – 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 of each year on the basis of the membership of the club on those dates.

(Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretariat.)

SECTION 5 – Prior to the beginning of 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 to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

ARTICLE XI

Method of Electing Members

SECTION 1 – The name of the newly proposed member, having been proposed by a member in good standing, shall be submitted first to the Board of Directors, through the

secretary, on a form known as the proposal card (use form prescribed by Rotary International).

The Board of Directors shall then refer it to the Classification Committee, which committee shall consider the eligibility of such proposed member from the standpoint of classification and declare the classification filled or unfilled and the proposed classification proper or improper and shall return the proposal card, together with this information, to the Board of Directors, who shall then refer it to the Membership Committee. The Membership Committee, after making due investigation of the character, business, social standing and general eligibility of the person proposed for membership, shall then proceed to determine whether or not the proposed member shall be eligible for membership. The Membership Committee shall then report back to the Board of Directors the action they have taken. The Board of Directors shall then review the action of the Classification and Membership Committees and sustain or reject their decision. If the Classification and Membership Committees have reported favorably upon the name of the newly proposed member and the Board of Directors has sustained the action, the secretary shall inform each member of the club, in writing, giving the name of the proposed candidate, the firm represented, and the classification under which he seeks membership. A ten-day period shall then be allowed during which any member objecting to the election of the applicant shall notify the Board of Directors in writing, stating the reasons for his objection. If there are no objections from membership, the proposer shall be notified by the secretary that the applicant qualifies membership. The proposer then invites the applicant to join the club.

(Note: Up to this point the applicant has no knowledge that he is being proposed for membership.)

SECTION 2 – Prior to induction of the new member, he shall be requested to sign the application form for membership along with payment of initiation fees and dues.

SECTION 3 – If during the ten day waiting period there is written objection to the acceptance of the applicant from the membership, the Board of Directors shall meet to consider such objections, as may have been submitted. They shall then proceed to ballot and if not to exceed two (2) negative votes are cast, the proposed applicant shall be duly elected.

ARTICLE XII
Resolutions

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 club meeting, shall be referred to the board without discussion.

ARTICLE XIII
Order of Business

Meeting called to order.
Introduction of visiting Rotarians.
Correspondence and announcements
committee reports, if any.
Any unfinished business.
Any new business
Address or other program feature
Adjournment.

ARTICLE XIV
Amendments

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 emailed 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.

(Note: (1) All members are to receive copies of the Constitution and By-laws. (2) The Constitution and By-Laws are to be voted on as prescribed in Article XIV)