

BYLAWS OF THE ROTARY CLUB OF WOODBURY, SOUTHBURY, MIDDLEBURY CONNECTICUT (THE TRIBURY ROTARY CLUB)

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

The governing body of this club shall be the board consisting of seven members of this club, namely, five directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect, secretary, treasurer. In addition to the above, the immediate past president shall be an ex officio board member, as well as any two additional board members to represent a total of seven with a quorum of four, allowing for proxy. Elections of the new board should be presented in December.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting, one month prior to the meeting for the election of officers, the presiding officer (president) shall ask for nominations by members of the club for president, secretary, treasurer, and those directors identified in Article 2 above, as well as any additional board positions that have been created. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a 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, 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 as directors. The candidate for a president elected in such balloting shall be the president-elect and serve as a director for the year commencing on the first day of July next following the election and shall assume office as president on the first day of July immediately following that year.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to function as sergeant-at-arms, whose duties shall be as prescribed by the President or the board.

Section 3 – A vacancy in the board or any office shall be filled by the action of the remaining directors.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining director-elect.

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 of 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 and to perform other duties as would ordinarily pertain to the office of vice-president. President-elect should start their mandatory training in October.

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. As well as updating DacDb and deleting all members no longer in Rotary.

Section 4 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the board at least quarterly and to the club at least annually and at any other time upon demand by the board, and to perform other duties as pertain to the office of treasurer. The duties of the treasurer shall also include completion and submission of governmental filings, including tax returns, and maintaining Directors' and Officers' liability insurance. 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 is responsible for assisting in the creation of budgeting and P/L and or comparison statements as well as making sure all members pay their dues and are in good standing.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held during the month of December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held each Thursday at such time and location as the board shall determine. At least one such meeting every calendar quarter shall constitute a club assembly for the purposes of receiving committee reports and any other purpose(s) determined by the President. Board meetings will replace regular meetings for such a designated week. 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 during any six month period, or as otherwise provided in the standard Rotary club constitution, article 8, sections 1 and 2. The club can vary and cancel meetings as long as they meet twice a month. The club can offer online meetings such as Skype in lieu of attending.

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 shall be held monthly with the exception of the week consisting of a board meeting at a time and location set by the Club President. 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.

Section 5 – A majority of the board members shall constitute a quorum of the board. Board meeting minutes should be prepared and available within twenty days of the meeting. Attendance for our existing club is a recommended fifty percent participation including regular, board, special, events, fundraisers, socials, and other clubs, with a minimum of twenty-five percent participation, approximately twelve participations to be considered active and in good standing.

Article 6 Fees and Dues

Section 1 – The admission fee shall be \$50.00 to be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be \$200.00 per annum, payable quarterly on the first days of July, October, January, and April with the understanding that a portion of each quarterly payment shall be applied to each member's subscription to the RI official magazine.

Section 3. - Each member shall be asked, but not required, to contribute \$100.00 to the Rotary Foundation prior to March 15th, annually.

Article 7 Method of Voting

The business of this club shall be transacted by viva voice vote except for 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 viva voice vote.

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 New Generations Service. This club will be active in each of the Avenues of Service.

Article 9 Committees

Club committees are charged with conducting the annual and long-range goals of the club based on the Avenues of Service. The president, president-elect, and immediate past president should work together to ensure continuity of

leadership and succession planning. 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 of each committee have previous experience as a member of the committee. Standing committees should be appointed as follows:

- Club Administration This committee should conduct activities associated with the effective operation of the club.
- Club Public Relations. 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.
- Membership. This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- 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. 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 thereon.

(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 of the board. Except where special authority is given by the board, such committees shall not act until a report has been made 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.

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 refer to appropriate RI materials. 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 a specified length of time. Members can be inactive for up to three months and must continue to pay 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 article 8, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the 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 two separate accounts: club operations and service projects.

Section 3 – All bills shall be paid by the treasurer or other authorized officer. Bills for lunches shall be paid immediately and all other bills shall be paid only after board approval. No funds shall be committed or expended by any officer or

committee without prior board approval, except that the President may, at his or her own discretion, authorize payments for items already provided for and approved in the existing club budget.

Section 4 – A thorough review of all financial transactions by a qualified person or committee shall be made prior to August 31st of each year for the preceding Rotary year.

Section 5 – 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) quarterly periods extending from 1 July to 30

September; 1 October to 31 December; from 1 January to 31 March, and from 1 April to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July, 1 October, 1 January and 1 April of each year on the basis of the membership of the club on those dates.

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. In such a case, publication shall be via First Class Mail, email or publication in the Tribury Tribune or club bulletin.

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, upon payment of the admission fee (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, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the president and membership chair 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.

Rules and qualifications clubs can determine their own rules for transferring, dual, and honorary members. Mandatory that Rotarians be adults, who have demonstrated good character, integrity, and leadership; have a good reputation in their business, profession, and community, and are ready to serve the world.

New Membership Types Clubs may offer associate, corporate, family or other membership types. these types would be considered active however only active members will be considered for office at fifty percent participation and allowed to vote.

Transferring members Will only be allowed if they are financially in good standing with their current or another Rotary.

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 action by the club.

Article 15 Order of Business

- Meeting called to order.

- Pledge of Allegiance/Song. Spiritual words.
- Recite the 4/6 Way Test.
- 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 16 Amendments

These bylaws 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 provided to each member at least ten (10) days before such meeting via First Class Mail, email or publication in the Tribury Tribune or club bulletin. 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.

Article 17 Additions

Rotary is considered apolitical and non-religious specific. Rotary has changed its platform to now include business networking. Rotary Bylaws must be updated every three years. Speakers and significant others will be treated to luncheon. A potential new member will be treated on the initial visit only. The suspension of membership for up to ninety days for reasons of non-payment and/or participation. All members are required to update personal information as well as classification. We are a non-profit social club with a non-profit foundation. All members should receive an updated Rotary manual, pin, and badge. The Rotary year runs from July 1st to June 30th of the following year. New officers will be announced in December of the current year and will take office in the following year. No committee shall be of one, all committees must have a minimum of two members. A detailed committee report and financial statement shall be submitted to the secretary per event and so forth recorded. In the event that the Rotary has a discussion or vote on an issue of business decision which potentially impacts or affects a member, that said member is deemed to have a conflict of interest and shall be excluded from all decisions or votes on said issue. Our club can merge with another local district Rotary and or combine meetings.

These Bylaws are proposed for adoption and waiting for discussion or a majority vote by the Tribury Rotary Club.