

NORTH STAFFORD ROTARY CLUB

BYLAWS

ADOPTED 2023

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. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for Club Board decisions.
5. Rotary International (RI).
6. Rotary Year: (RY) The twelve-month period that begins July 1 and ends June 30.

Article 2 Board

The governing body of this club shall be the Board consisting of up to fourteen members of this club, namely: president, president elect, immediate past president, president nominee, secretary, treasurer(s), sergeant-at-arms, satellite club president and up to six (6) added directors. Each added director shall be identified as the chair of a standing committee and be appointed in accordance with Article 9 of these bylaws and confirmed as an added director in accordance with Article 3 of these bylaws.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting six months (no later than December 31) prior to the meeting for the selection of officers, the president shall ask for nominations by members of the club for president, president elect, president nominee, secretary, treasurer(s), sergeant at arms, satellite club president (if applicable), and up to six (6) directors. The nominations may be presented by a nominating committee (as appointed by the membership) or by members from the floor, or both. The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 2 – If any officer or Board member vacates their position, the remaining members of the Board will appoint a replacement such that no member shall occupy more than two positions.

Section 3 – If any officer-elect or director-elect vacates a position, the remaining members of the Board-elect shall appoint a replacement such that no member shall occupy more than two positions.

Section 4 – The terms of office for each role are as follows:

President – two years

Treasurer – one year

President Elect – one year

Secretary – one year

President Nominee – one year

Sargeant at Arms – one year

Satellite President – one year

Director – one year

NORTH STAFFORD ROTARY CLUB

BYLAWS

ADOPTED 2023

Article 4 Duties of the 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 pertains to the office of president.

Section 2 – *Immediate Past President*: Shall serve as a director on the Club Board.

Section 3 – *President-elect*: It shall be the duty of the president-elect to serve as a director and to preside at meetings of the Club and the Board in the absence of the president and to perform such other duties as ordinarily pertains to the office of president nominee.

Section 4 – *President Nominee*: 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 the president-elect 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; send notices to Club and Board of meetings; records and preserve the minutes of Board meetings; report as required to RI, and perform other duties as usually pertain to the office of secretary.

Section 6 – *Treasurer(s)*: At the discretion of the Board, there may be two treasurers serving concurrently as co-Treasurers. It shall be the duty of the Treasurer(s) to oversee collection and disbursement of all funds, accounting of funds to the Club's Board monthly meetings and any other time deemed by the Board, and to perform other duties as it pertains to the Office of Treasurer. Upon retirement from the office, the Treasurer(s) shall turn over to the incoming treasurer or president all funds, books of accounts, or any other Club property.

Section 7 – *Sergeant-at-Arms*: The duties of the Sergeant-at Arms shall maintain the timing of speakers, sell 50/50 tickets by returning the money to the treasure at the end of the meetings, maintain decorum, speaking out of turn and other nuisances, ie. ringing phones at all meetings, including other duties as may be prescribed by the president/president-elect of the Board.

Section 8 – A director attends Club and Board meetings and may chair up to two (2) standing committees.

Article 5 Meetings

Section 1 – *Annual Meeting*: An annual meeting of the Club shall be held in December but no later than December 31 of each year, at which time the slate for the election of officers and directors to serve for the following rotary year, beginning July 1, shall be presented to the Club or if the election takes place at the annual meeting, then the slate shall be presented in advance and election takes place at the meeting.

Section 2 – The regular weekly meetings of the Club shall be held on the first and third **Tuesdays at 7:00 p.m.** One meeting shall be virtual and one meeting shall be in-person. Due notice of any changes or canceling of the

NORTH STAFFORD ROTARY CLUB

BYLAWS

ADOPTED 2023

regular meeting shall be sent 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 shall be held on the second Tuesday of each month or other such date agreed upon after due notice is given. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon request of two (2) directors, with due notice having been given to the entire Club membership.

Section 5 – A majority of the Board of Directors shall constitute a quorum of the Board.

Article 6 Fees and Dues

Section 1 – The annual membership dues shall be established by the Board, payable monthly, quarterly or annually with the understanding that a portion of each payment shall be applied to each member's subscription to the ROTARIAN, the Rotary International's official magazine and Ignite Powered by Dacdb. The member has the option to receive the magazine digitally.

Article 7 Method of Voting

Section 1 – The business of this Club shall be transacted, as much as possible, by "via voce" vote. When there are multiple candidates for the same position, the vote shall be by ballot.

Section 2 – The Board may determine that a specific resolution be considered by ballot rather than by via voce.

Section 3 – For exceptional circumstances, communications and voting may be conducted via electronic means which include, but not limited to: electronic mail, text message, virtual meeting, and telephone. Article 5, Section 5 shall apply when determining a quorum.

Article 8 Five 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, Youth Service, and International Service.

Article 9 Committees

The Club's standing 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 shall work together to ensure continuity of leadership and succession planning.

NORTH STAFFORD ROTARY CLUB

BYLAWS

ADOPTED 2023

Section 1 – The president shall be an ex officio member of all committees.

Section 2 – Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

Standing Committees shall be appointed as follows:

Club Service

This committee shall develop and implement successful projects and activities that strengthen fellowship, develop acquaintances and support the Club’s mission to serve. Subcommittees shall be formed as needed to accomplish Club service goals and projects and may include a newsletter, website, Club directory, guest speakers, public relations, membership development, classifications, Rotary information, Club programs and others as needed, under the chair’s leadership. This committee shall develop and implement vocational projects and activities that serve the needs of the committee and other communities. Subcommittees may be formed as needed to accomplish community service goals and projects with chair approval.

Community Service

This committee shall develop and implement successful educational, humanitarian and service projects that serve and address the needs of the community. The chair of this committee shall be responsible for the community service activities of the Club, supervise and coordinate the work of any subcommittees that may be appointed on particular phases of community service, such as human development, community development, environmental protection, and partners in service with other Rotarians and Non-Rotarians.

International Service

This committee shall develop and implement successful educational, humanitarian and service projects that serve people and communities beyond the borders of the United States. The chair of this committee shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any subcommittees that may be appointed on particular phases or projects of international service.

In addition to these standing committees, the Board may appoint subcommittees with specific activities such as Rotary Foundation, Membership, Fundraising, and Past Presidents Committee.

The Club president shall be ex-officio member of all committees and shall have all the privileges of membership. Each chair shall be responsible for regular meetings and activities of the committee, supervise and coordinate the work of the committee, and 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 reference appropriate RI materials. The president and president-elect shall consider the Five Avenues of Club 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

NORTH STAFFORD ROTARY CLUB

BYLAWS

ADOPTED 2023

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 via the Club President, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specific length of time. Such leave of absence operates to prevent a forfeiture of membership and does not relieve the member from the payment of required dues.

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: Club operations and The Rotary Foundation (TRF), and thus managed by the Treasurer of the Club.

Section 2 – The Treasurer shall deposit all Club funds in a financial institution designated by the Board.

Section 3 – All bills shall be paid by the Treasurer or other authorized officer and approved by two additional executive officers.

Section 4 – At the time of actual expenditure, the use of budgeted funds shall be subject to review by the executive Board. The executive Board may disapprove the proposed expenditure of budgeted funds for good cause. Any review of a proposed or actual expenditure of budgeted funds shall be reflected in the Board minutes.

Section 5 – A thorough review of all financial transactions by a qualified person shall be made annually.

Section 6 – The fiscal year of this Club shall extend 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 membership of the Club on those dates.

Section 7 – Club members shall receive an annual financial report of the Club. The Board members shall receive a monthly financial report of income and expenditures five business days prior to the monthly Board meeting. By July 1, the new Board shall receive a financial report, with previous year's income and expenses.

Article 13 Method of Electing New Members

Section 1 — A member of this Club or another club proposes a candidate for membership to the Board and/or the

NORTH STAFFORD ROTARY CLUB

BYLAWS

ADOPTED 2023

membership committee.

Section 2 — The Board approves or rejects the candidate's membership within 30 days and notifies the proposed member of its decision.

Section 3 — If the Board approves the candidate's membership, the prospective member is invited to join the Club.

Section 4 – The Club may elect, in accordance with the standard Rotary Club Constitution, honorary members proposed by the Board.

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 resolution or motions, if offered at the Club meeting shall be referred to the Board with discussion.

Article 15 Amendments

These bylaws may be amended at any regular Club or Board meeting, a quorum being present, by a two-thirds of all members, provided that notice of such proposed amendment shall be given to each member at least ten (10) days before such meeting.

Changes to these bylaws shall be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

A quorum being present, these Bylaws were accepted by majority vote of the membership of the North Stafford Rotary Club 2023.