

**Bylaws of the Rotary Club of  
Centreville, Maryland**

Adopted May 4, 2023

**Article 1. Definitions**

1. Board: The Board of Directors of this club.
2. Club: The Rotary Club of Centreville, Maryland also known as the Centreville Rotary Club (unless a different club is intended by use of the terms “other Rotary club” or “another club”)
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve-month RI and Centreville Rotary Club fiscal year period that begins on 1 July.

**Article 2. Board**

Section 1 - The governing body of this club shall be the board consisting of nine members of this club, namely, the president, immediate past president, vice-president, secretary, treasurer, and four directors-at-large. At the discretion of the board, a sergeant-at-arms may be designated but without vote as a director.

Section 2 – It shall also be the duty of the Board to exercise such powers assigned to it as set forth in the bylaws of the Centreville Rotary Club Community Fund, Inc. Such powers include, without limitation, electing members of the board of directors of the Centreville Rotary Club Community Fund, Inc. at the Board’s June monthly meeting.

**Article 3. Election of Directors and Officers**

**Section 1** – At a regular meeting two months prior to the meeting for election of officers, the presiding officer shall announce the appointment of a nominating committee to be chaired by the immediate past president with four additional members selected by the board. The committee’s slate shall be presented to the membership no later than thirty (30) days prior to the annual meeting. Upon receipt of the committee’s recommendations, additional nominations may be offered by members from the floor. For any uncontested office, members shall vote by voice; if any position has multiple candidates, 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 four candidates for director-at-large receiving a majority of the votes shall be declared elected as directors. All elected officers and directors shall assume office as of July 1 and serve until the following June 30.

**Section 2** – The officers and directors shall constitute the board. Within one week after their election, the directors-elect shall meet and appoint a member of the club to act as sergeant-at-arms.

**Section 3** – A vacancy in the board or any office shall be filled by 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 directors-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** – *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director, chair the club nominating committee and to perform such other duties as may be prescribed by the president or the board.

**Section 3** – *Vice-President*. 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 to perform other duties as ordinarily pertain to the office of vice-president. The vice-president shall also serve as the president-elect.

**Section 4** – *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, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semi-annual 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. Upon retirement from office, the secretary shall turn over to the incoming secretary or to the president all minutes, records, or any other club property.

**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 pertain 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.

**Section 6** – *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 board.

#### **Article 5. Meetings**

**Section 1** – *Annual Meeting*. An annual meeting of this club shall be held no later than the second Thursday of December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 – *Weekly Meetings; Attendance.*** The regular weekly meetings of the club shall be held on Thursday at 7:30 a.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members except for an honorary member (or member excused pursuant to the standard Rotary club constitution) who are in good standing in this club on the day of the regular meeting, must be counted as present or absent. Attendance must be evidenced by the member's being present for at least fifty (50) 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.

**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 prior to the first Thursday of each month. 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 – *Board Meeting Quorum.*** A majority of the directors shall constitute a quorum of the board.

## **Article 6. Fees and Dues**

**Section 1 –** Except as may be otherwise provided for in the standard Rotary club constitution, the admission fee shall be One Hundred Dollars (\$100) and shall be paid after the applicant has been accepted for membership and upon receipt of an invoice from the treasurer.

**Section 2 –** The membership dues shall be as established by the board of directors from time to time and approved by majority vote of the membership, payable quarterly on the first day of July, October, January and April. A portion of each payment shall be applied to RI and Rotary District dues and to each member's subscription to the RI official magazine except for Business or Family members who are not Active or Active/Rule of 85 members.

## **Article 7. Method of Voting**

The business of this club shall be transacted by voice vote except when there are multiple candidates for any board or officer position and such election shall then be by ballot. The board may determine that a specific resolution be considered by ballot rather than by 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 Youth Service. This club will be active in each of the Avenues of Service.

## **Article 9. Committees**

Club committees are charged with carrying out the annual and strategic goals of the club. The president, vice 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 two years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of his or her 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:

- *Membership*

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- *Public Image and 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.

- *Service and Fundraising Projects*

These activities shall have members as appointed by the president-elect and each should develop and implement educational, humanitarian, and vocational projects that address the needs of the 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 or the board. Except where special authority is given by the board, such committees shall not take action 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 reference appropriate RI materials and the Avenues of 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 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 no longer than twelve months. In the case of extenuating circumstances, such as medical reasons, an extension of up to six additional months may be granted by the board. Attendance shall be recorded as present or absent as appropriate during the leave and any absence shall not be considered in the club's attendance record. The member's dues will continue at the normal rate during such leave, excluding costs of meals when said member is absent. These provisions shall also apply to any Active/Rule of 85 member as defined in Article 13.

### **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 parts: club operations and service projects.

**Section 3** – All bills shall be paid by the treasurer or, in the absence of the treasurer, another officer, and invoices shall be approved for payment by the president or vice president when the invoice is for a service or product not provided for in the current fiscal year budget.

**Section 4** – A thorough review of all club financial transactions by a qualified professional or special audit committee named by the board of directors shall be made once each year.

**Section 5** – 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, the cost of the bond to be borne by the club.

**Section 6** – The fiscal year of this club shall extend from July 1 to June 30. 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 the membership of the club on those dates.

### **Article 13 - Members**

**Section 1** - This club has the following membership categories:

- A. Active – Those members deemed of record by RI. For purposes of sections C and D below, an Active member also includes an Active/Rule of 85 member.
- B. Active/Rule of 85 – This membership category includes those members who have been an Active member of the club for greater than 1 year and whose total of age and years of service is equal to or greater than 85. Before converting from an Active member to an Active/Rule of 85 member, the member must submit a written request to the Board of Directors for confirmation of eligibility.
- C. Business – This membership category includes one Active member accompanied by one listed colleague with the Active Member’s business or organization. The Active member has all the rights of other Active members such as voting, serving on the Board of Directors, or receiving awards; however, the listed colleague does not have the rights of an Active Member, and their attendance does not count toward the club attendance reported to RI. If the Active member ceases his or her membership in the club, the associated business colleague’s membership is automatically terminated. The listed colleague is encouraged to attend and participate in club meetings, events, activities, and projects. If a current Active member desires to convert to a Business membership and remain as the Active Business member, the admission fee in Article 6, Section 1 is waived.
- D. Family – This membership category includes one Active member accompanied by a spouse, partner, significant other or another family member. The Active member has all the rights of other Active members such as voting, serving on the Board of Directors, or receiving awards; however, the additional listed family member does not have the rights of an Active Member, and their attendance does not count toward the club attendance reported to RI. If the Active member ceases his or her membership in the club, the family membership is terminated. The listed family member is encouraged to attend and participate in club meetings, events, activities and projects.
- E. Honorary – This membership category includes those former Active members or other deserving individuals whom the club elects after recommendation by the board in accordance with the standard Rotary club constitution. (See Article 14, Section 7)

**Section 2** – More than one listed colleague or family member may be proposed to participate, in addition to the Active Member, in a business or family membership under Sections C and D above. However, if such a proposal is made and accepted by the Board of Directors, the board has the discretion to increase the membership dues to defray anticipated additional club expenses.

#### **Article 14. Method of Electing Members**

**Section 1** – The name of a prospective member proposed by an active member of the club, along with an accompanying membership proposal form that has not yet been signed by the prospective member, 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 prospective member proposal meets all the classification and membership requirements of the standard Rotary club constitution.

**Section 3** – The board shall approve or disapprove the prospective member 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.

**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 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.

**Section 6** – Following the election, the secretary in coordination with the president shall arrange for the new member's induction, membership badge, 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.

## **Article 15. Termination of Membership**

Termination of any member's active status as a Rotarian in the Centreville Rotary Club may be considered for either or both of the following circumstances:

- A. Absences. When any member's absences exceed more than 50% of club meetings over an extended period of time and no application for a leave of absence has been received and granted.
- B. Non-payment of dues. When any member has failed to pay club dues for a period more than thirty (30) days after two calendar quarters' billings, or a total of 210 or more days.

Any member so notified of potential termination may schedule a discussion with the board of directors of the club, explaining the reasons for either excessive absences and/or non-payment of dues, and the board shall seek any opportunity to assist the member in remaining an active member.

## **Article 16. Resolutions**

No action, resolution or motion to commit the club on any matter may be undertaken or considered 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 17. Order of Business**

Pledge of Allegiance and Invocation

Breakfast

Meeting called to order

Introduction of visitors

Correspondence, announcements, and Rotary information

Committee reports, if any

Any unfinished business

Any new business

Program presentation (first Thursday of each month shall be devoted to a club assembly)

Adjournment

### **Article 18. Amendments**

These bylaws may be amended at any regular club 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 to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not consistent with the standard Rotary club constitution and with the constitution and bylaws of RI.