

Constitution of the Rotary Club of Wakefield, Massachusetts

Established September 28, 1922

Article 1 Definitions

As used in this Constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this 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 period that begins on 1 July.

Article 2 Name

The name of this organization shall be the Rotary Club of Wakefield, Massachusetts as established on September 28, 1922 and is a member of Rotary International (Club 6636). The locality of this club is Wakefield, Massachusetts, United States of America.

Article 3 Object of Rotary

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First: The development of acquaintance as an opportunity for service;

Second: High ethical standards in business and professions; the recognition of worthiness of all useful occupations and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third: The application of the ideal of service in each Rotarian's personal, business and community life;

Fourth: the advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 5 Five Avenues of Service

Rotary's Five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club.

1. Club Service involves action a member should take within this club to help it function successfully and build fellowship.
2. Vocational Service has the purpose of promoting high ethical standards in business and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their business in accordance with Rotary's principals.
3. Community Service comprises of varied efforts to improve the quality of life of those who live within this club's locality.
4. International Service comprises of those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people from other countries, their cultures, customs, accomplishments, aspirations, and problems through reading and corresponding and through cooperation in all club activities and projects designed to help people in other lands.

5. Youth Service recognizes the importance of empowering youth and young professionals through leadership development programs such as Interact, Rotary Youth Leadership Awards, and Rotary Youth Exchange.

Article 6 Meetings

Section 1 – Regular Meetings. (a) This club shall hold a regular meeting once each week on Tuesdays at 12:15pm. (b) A meeting may be changed for good cause, by the Board to a different day, time, or location. (c) The Board may cancel a regular meeting if it falls on a legal holiday, including commonly recognized holidays, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of members. (d) The Club President may cancel a meeting for a weather or emergency event to protect the safety and well-being of members. The President shall use the local public school closure policy as a general guideline. (e) The Board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that the club does not fail to meet for more than three consecutive meetings.

Section 2 – Annual Meeting. An annual meeting for the election of officers shall be held no later than 31 December as provided in the bylaws.

Article 7 Membership

Section 1 – This club shall be composed of adult persons of good character and good business, professional and/or community reputation.

Section 2 – this club shall have four (4) kinds of memberships: active, honorary, corporate, and service. Additional forms of membership may be proposed in pilot form.

Section 3 – A person possessing the qualifications set forth in Article 5, section 2 of the Rotary International Constitution may be elected to active membership in this club.

Section 4 – (a) A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. Potential members of this club who are current or former members of another club who have debts to the other club are ineligible for membership in this club. This club may demand that a potential member present written proof that no money is owed to another club. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving a certificate or confirmation from the Board of the previous club confirming the prospective member's prior membership in that club. (b) This club shall provide a statement whether money is owed to this club when requested by another club with respect to a current or former member of this club being considered for membership in another club.

Section 5 – No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member of this club.

Section 6 – Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those considered friends of Rotary for support of Rotary's cause may be elected to honorary membership in this club. The term of the membership shall be determined by the Board and persons may hold honorary memberships in more than one club. Honorary members shall be exempt from the payment of fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such membership shall hold no classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 – Persons elected or appointed to office for a specified period may continue their membership in their existing classification during the period in which they hold such office.

Section 8 – This club may retain in its membership any member employed by Rotary International.

Section 9 – This club shall seek alignment with Rotary International's commitment to diversity, equity, and inclusion.

Section 10 – New categories of membership and related fee structures may be proposed by any member. It is recommended that a new category only be added into the by-laws after a pilot trial period of 2 years. Relevant data related to the new membership should be considered including feedback from all members and consideration of how the new membership was promoted. New categories of membership must be approved by the current Board of Directors.

Article 8 Classifications

Section 1 – Each member shall be classified in accordance to the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is considered or that which describes the member's principal and recognized business, or professional activity for that which describes the nature of the member's community service activity.

Section 2 - If the circumstances warrant, the Board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon. Classification shall be issued for the purpose of reporting to Rotary International and to ensure representation of community vocations.

Section 3 – There is no limitation on the amount of members that can hold the same classification. However, all efforts should be made to diversify membership by all definitions and representative of the community.

Article 9 Attendance

Section 1 – Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 50 percent of the meetings, or is present and is called away unexpectedly and subsequently produces evident to the satisfaction of the Board that such action was reasonable or makes up for an absence in any of the following ways:

1. Attends at least 50 percent of the regular meetings of another club or of a provisional club; or
2. Attends a regular meeting of a Rotaract, Interact Club, Rotary Community Corps, Rotary Action Group, Rotary Fellowship or of a provisional club of the above; or
3. Attends a convention of RI, a Council on Legislation, an International Assembly, a Rotary Institute for past and present officers of RI, a Rotary Institute for incoming officers of Rotary International, a Zone training, or any other meeting convened with the approval of the Board of Directors of Rotary International or the President of Rotary International acting on behalf of the Board of Rotary International, a Rotary multi-zone conference, a meeting of a Rotary International committee, a Rotary District Conference, a Rotary District Assembly, any district meeting or event held by direction of the Board of Directors of Rotary International, any district committee meeting held by direction of the District Governor, or a regularly announced intercity meeting of Rotary clubs; or
4. Is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or

5. Attends and participates in a club service project or a club-sponsored community event or meeting authorized by the Board, a meeting of a service committee to which the member is assigned; or
6. Attends a Board meeting or, if authorized, a meeting of a service committee to which the member is assigned; or
7. Participates through a club web site in an interactive activity requiring an average of 30 minutes of participation; or
8. Any special authorization approved by the Board.
9. A member is ineligible for a Perfect Attendance recognition if she/he/they do not attend a minimum of 50% of the club's regular meeting. Make-ups shall only be eligible for 50% of a member's Perfect Attendance.

Article 10 Directors and Officers

Section 1 – Governing Body. The governing body of this club shall be the Board constituted as the bylaws may provide.

Section 2 – Authority. The Board shall have general control over all officers and committees and for good cause, may declare any office vacant.

Section 3 – Board Action Final. The decision of the Board in all club matters is final, subject to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to Article 12, Section 6, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the Board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the Board, provided a quorum is present and notice of the appeal has been given by the Secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Section 4 – Officers. The club officers shall be a President, The Immediate Past President, A President-Elect/Vice-President, all of whom shall be members of the Board and a Secretary, Treasurer, and a Sergeant-at-Arms who shall be members of the Board.

Section 5 – Election of Officers

- (a) Terms of Officers other than President. Each officer shall be elected as provided in the bylaws. Each officer shall take office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.
- (b) Term of President. The President shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as a President-Elect/Vice-President upon election. The President shall take office on 1 July of that Rotary year and serve a period of one (1) year or until a successor has been duly elected and qualified.
- (c) Qualifications. Each Officer and Director shall be a member in good standing of this club. The President-Elect shall attend the a Presidents-Elect Training Seminar (PETS) and the District Assembly unless excused by the Governor-Elect. If so excused, the President-Elect must send a club representative to such meetings and report back. If the President-Elect does not attend the PETS, District Assembly and does not send a representative, the President-Elect shall not be able to serve as club President. In such event, the current President shall continue to serve until a successor who has attended a PETS and District Assembly or training deemed sufficient by the Governor-Elect has been duly elected.

1. In addition, a Vice President must have served a minimum of two (2) years on the Board of Directors.

2. A President must have served as a Vice-President.

Article 11 Admission Fees and Dues

Every member shall pay an admission fee and annual dues as described in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to Article 7, Section 4(a) shall not be required to pay a second fee. A Rotoractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

Article 12 Duration of Membership

Section 1 - Period. Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 - Automatic Termination.

(a) Membership Qualifications. Membership shall automatically terminate when a member no longer meets the membership qualifications, except that:

- (1) the Board may grant a member moving from the locality of this club or the surrounding area a special leave-of-absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership;
- (2) the Board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.

(b) How to Rejoin. When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification. A second admission fee shall not be required.

(c) Termination of Honorary Membership. Honorary membership shall automatically renew unless terminated by majority vote as determined by the Board. However, the Board may revoke an honorary membership at any time such as termination of connection to the club, unpaid bills, etc.

Section 3 — Termination — Non-payment of Dues.

(a) Process. Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the Secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the Board.

(b) Reinstatement. The Board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club.

Section 4 — Termination — Non-attendance.

(a) Attendance Percentages. A member must:

- (1) attend or make-up at least 50% of club regular meetings in each half of the year;
- (2) attend at least 20 percent of this club's regular meetings in each half of the year in person.

(b) Assistant Governors, as defined by the Board of Directors of Rotary International, shall be excused from this requirement). If a member fails to attend as required, the member's membership shall be subject to termination unless the Board consents to such nonattendance for good cause.

(c) Consecutive Absences. Unless otherwise excused by the Board for good and sufficient reason or pursuant to article 9, sections 3 or 4, each member who fails to attend or make up 6 consecutive regular meetings shall be contacted by the Board via the Secretary to understand the members' interest in maintaining membership.

Section 5 — Termination — Other Causes.

- (a) Good Cause. The Board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the Board members, at a meeting called for that purpose. The guiding principles for this meeting shall be article 7, section 1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.
- (b) Notice. Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the Board. The member shall have the right to appear before the Board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

Section 6 — Right to Appeal, Mediate or Arbitrate Termination.

- (a) Notice. Within seven (7) days after the date of the Board's decision to terminate membership, the Secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the Secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 16.
- (b) Date for Hearing of Appeal. In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.
- (c) Mediation or Arbitration. The procedure utilized for mediation or arbitration shall be as provided in article 16.
- (d) Appeal. If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.
- (e) Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal. An arbitrator should have knowledge of Rotary rules and guidelines such as an Assistant Governor or Past District Governor.
- (f) Unsuccessful Mediation. If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

Section 7 — Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 — Resignation. The resignation of any member from this club shall be in writing, addressed to the President or Secretary. The resignation shall be accepted by the Board if the member has no indebtedness to this club.

Section 9 — Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club if, under local laws, the member may have acquired any right to them upon joining the club. The member will also forfeit the ability to access the club's accounts if previously assigned or authorized.

Section 10 — Temporary Suspension. Notwithstanding any provision of this constitution, if in the opinion of the Board:

- (a) credible accusations have been made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the Board considers should properly occur before such action is taken by the Board; and

(d) that in the best interests of the club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this club and from any office or position the member holds within the club.

For the purposes of this clause, the member shall be excused from fulfilling attendance responsibilities; the Board may, by a vote of not less than two-thirds of the Board, temporarily suspend the member as aforesaid for such period and on such further conditions as the Board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

Article 13 Community, National and International Affairs

Section 1 – Proper Subjects. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure. Political and religious topics should be generally avoided and/or not debated during a Rotary meeting.

Section 2 – No endorsements. This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 – Non-Political.

- (a) Resolutions and Opinions. This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.
- (b) Appeals. This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the resolution of specific international problems of a political nature.

Section 4 – Recognizing Rotary's Beginning. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club should celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding and goodwill in the community and throughout the world.

Article 14 Rotary Magazines

Section 1 – Mandatory Subscription. Unless, in accordance with the bylaws of RI, this club is excused by the Board of Directors of Rotary International from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed by this club by the Board of Directors of Rotary International. Two Rotarians residing at the same address have the option to subscribe jointly. The subscription shall be paid in six (6) month period for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

Section 2 – Subscription Cancellation. The subscription shall be collected by this club from each member semiannually in advance and remitted to the Secretariat of Rotary International or to the office of such regional publications as may be determined by the Board of Directors of Rotary International.

Article 15 Acceptance of Object and Compliance with Constitution and Bylaws

By payment of an admission fee and dues, a member accepts the principals of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

Article 16 Arbitration and Meditation

Section 1 — Disputes. Should any dispute, other than as to a decision of the Board, arise between any current or former member(s) and this club, any club officer or the Board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the Secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 2 — Date for Mediation or Arbitration. In the event of mediation or arbitration, the Board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

Section 3 — Mediation. The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the Board of Rotary International or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

(a) Mediation Outcomes. The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the Board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party, through the president or secretary, may call for further mediation if either party has retracted significantly from the mediated position.

(b) Unsuccessful Mediation. If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 1 of this article.

Section 4 — Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

Section 5 — Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal

Article 17 Bylaws

This club shall adopt bylaws not inconsistent with the Constitution and bylaws of Rotary International with the rules of procedure for an administrative territorial unit where established by Rotary International, and with this Constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

Article 18 Interpretation

Throughout this constitution the terminology "mail," "mailing," and "ballot-by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 19 Amendments

Section 1 – Except as provided in section 2 of this article, this constitution may be amended only by the council on legislation in the same manner as established on the bylaws of Rotary International for the amendment of its bylaws.

Section 2 – 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. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary Club Constitution and the Constitution and bylaws of RI.

Bylaws of the Rotary Club of Wakefield, Massachusetts

Established September 28, 1922

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.
6. Vice-President: The member of the club who also serves as President-Elect.

Article 2 Board

The governing body of this club shall be the Board consisting of 6 members of this club, including:

1. The current President
2. The President-Elect/Vice President
3. Immediate Past-President
4. Secretary
5. Treasurer
6. And the Sergeant-at-Arms

In addition, also can be added five Directors (six if tie) elected in accordance with Article 3, section 1 of these bylaws. Each Officer and Director shall have an equal vote on topics that are brought to a Board vote.

Article 3 Election of Directors and Officers

Section 1-At a regular meeting one month prior (November) to the meeting for election of officers (December), the presiding Secretary shall ask for nominations by members of the club for President, Vice-President/President-Elect, Secretary, Treasurer, Sergeant-at-Arms and Directors. The nominations may be presented by a nominating committee or by members from the floor. All nominations shall be placed on a ballot in alphabetical order (by last name) under each office and shall be voted for at the annual meeting. The candidates receiving the majority of votes shall be declared elected to their offices.

Section 2-The officers and directors shall constitute the Board.

Section 3-A vacancy on 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 Board and to perform other duties as ordinarily pertain to the office of President. The President shall have access to all accounts and be a signatory on all financial accounts.

Section 2 – 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.

Section 3 – President-Elect/Vice-President. It shall be the duty of the Vice-President/President-Elect 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 and to serve as a Director. The President-Elect shall serve as Programs Chair, with assistance from the general membership on developing the weekly program.

Section 4 – Secretary. It shall be the duty of the Secretary to keep membership records, record attendance at meetings, send out notices of the club, Board and committee meetings, record and preserve 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 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. The Secretary shall have access to digital passwords at all times.

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 the 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 shall report line item expenses and revenue to the club accountant. An Assistant-Treasurer may be named if the Treasurer is absent from a meeting. The Treasurer shall have access to all accounts and be a signatory on all financial accounts. The Treasurer shall update all authorized signatories annually or upon the resignation of an authorized signatory.

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 prescribed by the President or the Board.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the first meeting in December at which time the election of officers and Directors to serve for the ensuing year shall take place, and no later than 31 December of that year.

Section 2 – The regular weekly meetings of this club shall be held on Tuesdays at 12:15pm. Due notice of any change or canceling of the regular meeting shall be given to all Members. All Members, excepting an Honorary member 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 fifty (50) percent of the time devoted to the regular meeting, either at this club, another Rotary club, or e-club, as otherwise provided in the standard Rotary Club Constitution (article 9, sections 1 and 2). The President shall determine the meeting agenda, order, and implement traditions, routines and announcements as he/she/they sees fit.

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 a consistent day (determined by the current President) 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. Electronic votes may be considered for matters that require immediate attention.

Article 6 Fees, Fines, Costs and Dues

Section 1 – The admission fee shall be current-to-date to be paid before the applicant is registered with Rotary International, except as provided for in the Rotary Constitution, Article 11.

Section 2 – The membership dues shall be current-to-date per annum, payable semiannually on the first day of July and January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Section 3 – Meal fees at the current meals cost will be billed quarterly in advance of attendance. Members who miss a club meeting but provide proof of a make-up meeting shall be given a credit in the amount of the current

meals cost. Payment options will be considered by the Board on a case-by-case basis to provide more flexible billing.

Section 4 – Weekly voluntary donations or “happy dollars” shall be collected by the Sergeant-at-Arms (or alternate) as seen fit by the President. Collection of voluntary donations or “happy dollars” may be waived for special occasion or as notified by the President. Individual members shall determine their personal contribution to this collection. Voluntary donations shall support charitable projects or donations and not operational budget.

Article 7 Method of Voting

The business of this club shall be transacted by viva voce (verbal assent) except 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 voce 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 Avenue and Members may be asked to serve as Chairs for subcommittees of each.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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 two years to ensure consistency. The President is responsible for appointing committee members to fill vacancies, appoint committee Chairs, and conducting planning meetings. It is recommended that a Chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

1. Membership – This committee should plan and develop and implement a comprehensive plan for the recruitment and retention of members.
2. 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 using print, digital, and electronic media.
3. Service Projects – This committee should develop and implement educational, humanitarian, and vocational projects that address the need of the community and global community.
4. The Rotary Foundation – This committee should develop and implement plans to support The Rotary Foundation (including Polio Plus) through both financial contributions, program participating and educational outreach.
5. Scholarships – This committee should seek out qualified applicants for the many scholarships available through The Rotary Foundation, District and club.
6. Fundraising – This committee should seek out innovative means, evaluate current methods, and establish club goals for raising club or project-specific funds.

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 to the Board, such committees shall take no action until a report (verbal or written) 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 the implementation during the course of the year. It shall be the primary responsibility of the President-Elect to provide 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 12 months or an extended duration as determined by the Board.

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 to charitable/service operations. These budgets should be determined based on the goal of balancing each budget, each year, with expenditures based on the revenues raised by the club from the previous year. The club should not run a deficit.

Section 2 – The Treasurer shall deposit all club funds in a bank named by the Board. The club funds shall be divided into two parts: investments and liquid cash.

Section 3 – All bills shall be paid by the Treasurer, Assistant Treasurer, or other authorized officer only when approved by two other officers or directors.

Section 4 – A thorough review of all financial transactions by a qualified personal shall be made once each 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 two semiannual periods extending from 1 July to 31 December and 1 January 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 6 – The current Board cannot make financial commitments that extend beyond the fiscal year. This includes spending funds above and beyond the approved annual budget.

Section 7 – When developing the budget, the Board should consider the distribution, savings, and re-investment of dividends and earnings. It is recommended that there shall be no more than a 50% spending of dividends and earnings while maintaining a minimum principal determined by the current Board. However, the Board of Directors must approve the final budget year-to-year.

Section 8 – Funds in the investment accounts are for charitable purposes and shall not be used for operating expenses.

Section 9 – Any donations or expenses over the amount of \$1,000 from investment funds shall be put to vote with the general active membership. A majority vote of those who cast a vote (via voce or electronically by a determined deadline) will permit the expense.

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, via the 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 otherwise provided in this procedure.

Section 2 – Any member of the general public may submit his/her/their name for membership consideration by reaching out to a member of the club or by contacting the club electronically.

Section 3 – The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the prospect, through the club Secretary, of its decision.

Section 4 – If no written objection to the proposal, stating reasons, is received by the Board (via the Secretary) from any member (other than honorary) of the club within seven days following publication of the information about the prospective member, that person shall be considered to be elected to membership.

Section 5 – If an organization is proposing corporate membership, all names (with a maximum of 3) must be submitted for consideration. One prospective member must be identified as the Lead member. Each prospective member must be considered individually but counted as one member. If any objections are filed by current members about any corporate membership individual, the Lead member will be notified.

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 elected to membership.

Section 6 – Following the election, the President or 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 or Membership Chair will assign a mentor to assist with the new member's on-boarding.

Section 7 – The club may elect, in accordance with the standard Rotary Club Constitution, Honorary memberships proposed by the Board.

Article 14 Resolutions

The club shall not considerer any resolution or motion to commit the club on any matter until the Board has considered it. Such resolutions or motions, if ordered at a club meeting, shall be referred to the Board without discussion.

Article 15 Order of Business

The following order of business shall be used as a guidance for conducting weekly meetings unless additional traditions, customs, or other formalities are called for by the President.

Meeting called to order

Pledge of Allegiance

Recital of the 4 Way Test

Invocation

Introduction of visitors (except guest speaker)

Special Welcome or Presidential Announcements

Visitors begin the club meal

Members begin club meal

Correspondence, announcements and Rotary information

Committee Reports

Voluntary donations or “happy dollars”

Introduction of program speaker

Presentation of speaker gift

50/50 Raffle, item auction, or any other impromptu fund raiser if applicable

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. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary Club Constitution and the Constitution and bylaws of RI.