



By-Laws

Rotary Club of State College/Downtown, Pennsylvania, USA
revised December 5, 2013

Article I – Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, first and second vice-presidents, secretary, treasurer, sergeant at arms and two at-large members of the board of directors. The nominations shall be presented by a nominating committee chaired by the immediate past president and consisting of other interested past presidents. The nominations duly made shall be placed on a ballot in alphabetic order under each office and shall be voted for at the annual meeting. The candidates for President, first and second Vice-Presidents, Sergeant at Arms, Secretary and Treasurer receiving the majority of the votes shall be declared elected to their respective offices. The two candidates for at-large directors receiving the majorities of the votes shall be declared elected as directors. The first Vice-President elected in such balloting shall serve as a member of the board as President-elect for the year commencing on the first day of July next following his election, and shall assume office as president on the first day of July immediately following his or her year on the board as President-elect.

Section 2 – The Club Treasurer, Club Secretary, Sergeant at Arms, and each at-large member of the board of directors shall serve for a two-year term. These terms shall be staggered so that the treasurer and two at-large members shall be elected to begin their terms in even-numbered years and the Secretary, Sergeant at Arms and two at-large members shall be elected to begin their terms in odd-numbered years.

Section 3 – The officers and directors, so elected, together with the immediate past-President shall constitute the board of directors.

Section 4 – A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 5 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

Section 6 – Members of the board in the position of treasurer, secretary, sergeant at arms, and director shall be limited to serving a maximum of three consecutive full terms in any one position. Upon serving the maximum number of consecutive full terms, these members shall not be eligible to serve in the board positions of treasurer, secretary, sergeant-at-arms or director for a period of two years. Additionally, members serving in the position of immediate past president shall be ineligible to serve in any board position for a period of two years. Time served by members in filling a vacated term shall not be counted as a full term. The Board of Directors, upon unanimous approval, may waive the term limit requirement.

Article II – Board of Directors

The governing body of this club shall be a board of directors consisting of 11 members of this club, namely, 4 directors elected in accordance with Article I, Section 1 of these by-laws, president, first vice-president, second vice-president, sergeant at arms, secretary, treasurer, and the immediate past-president

Article III – Duties of Officers

Section 1 – President. It shall be the duty of the President to preside at meetings of the club and board and to perform such other duties as ordinarily pertained to the office.

Section 2 – First Vice-President. It shall be the duty of the first vice-president to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president of the board.

Section 3 – Second Vice-President. It shall be the duty of the second Vice-President to preside at the meetings of the club and board in the absence of the president and first Vice-President, to serve as a member of the board of directors of the club, to organize programming for club meetings and to perform such other duties as ordinarily pertain to the office.

Section 4 – Secretary. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, and including reports to the general secretary on October 1 and April 1 of each active member who has been elected to membership in the club since the start of the July or January semi-annual reporting period, the report of changes in membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the district governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to The Rotarian, and perform such other duties as usually pertain to the office.

Section 5 – Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club monthly and at any other time upon demand by the board and to perform such other duties as pertain to the office. Upon retirement from the office this officer shall turn over to his/her successor or to the President all funds, books of accounts or any other club property in his/her possession.

Section 6 – Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for the office and such other duties as may be prescribed by the President or the board.

Article IV – Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the first meeting after the first Tuesday in December of 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 on Thursday at 12:05 PM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3 – All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to the terms of the State College/Downtown Rotary Club Constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club.

Section 4 – Regular meetings of the board shall be called by the president on the first Tuesday of each month, or upon request of two (2) members of the board, due notice having been given.

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

Article V – Fees and Dues

Section 1 – There shall be no admission fee, except that a past member re-joining the Club who had outstanding dues owed when he/she left shall be subject to a Reinstatement Fee as determined by the Board to be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be determined by the Board from time to time and shall be payable on a quarterly basis.

Section 3 – If a member's dues are in arrears for at least two quarters, the Treasurer shall notify the Board, and the Board may give notice to this member and establish a repayment plan for the past dues, or at its sole discretion terminate that member from membership in the club.

Article VI – Method of Voting

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which may be by ballot.

Article VII – Committees

Section 1 – The President shall, subject to approval of the board, appoint such committees as needed to carry out the 5 Avenues of Service:

Club Service

Vocational Service

Community Service

Intemational Service

New Generations Service

Section 2 – The President shall, subject to the approval of the board, appoint such committees on particular phases of the five Avenues of Service as he/she may deem necessary.

Section 3 – The President shall be ex officio a member of all committees and, as such shall have all the privileges of membership thereon. Each committee shall transact such business as is delegated to it in the by-laws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until report has been made to the board and approved by the board.

Section 4 – Where feasible and practicable in the appointment of such committees, there should be a provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Article VIII – Duties of Standing Committees

Section 1 – Club Service. The committees shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to Club Service

(a) Club Newsletter Committee. This committee shall endeavor, through the electronic and/or hard copy publishing of a weekly or monthly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members and of the worldwide Rotary program.

(b) Fellowship Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president of the board.

(c) Membership Committee. This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board. This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications. This committee shall also devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary Club, (2) to give the members, especially new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities, and (4) to give the members information as to developments in the administrative operation of Rotary International.

(d) Public Relations Committee. This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the club.

Section 2 – Vocational Service. The committees shall devise and carry into effect plans which will guide and assist members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chair of this committee shall be responsible for the Vocational Service activities of the club and shall supervise and coordinate the work of any committee that may be appointed on particular phases of Vocational Service

Section 3 – Community Service. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chair of this committee shall be responsible for Community Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Community Service.

Section 4 – International Service. The committees shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matter relating to International Service. The chair of this committee shall be responsible for International Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of International Service.

(a) Rotary Foundation Committee. This committee shall devise plans to support the Rotary Foundation through both financial contribution and program participation.

(b) International Project Committee. This committee shall investigate and coordinate the club's participation in an international Rotary project supported by Rotary International grants.

Section 5 – New Generations Service. The committees shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to service to youth. Committees carrying out this area of service may include Rotaract liaison and support, international youth exchange, and the implementation of various programs for the leadership training and support of youth.

Article IX – Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time. A member requesting a leave of absence must be current on his/her dues and must continue to pay such "basic" dues as are owed to Rotary International for an active member. Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless he/she attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provision of Article VII, Section 3 of the Standard Rotary Club Constitution is not computed in the attendance record of the club.

Article X – Finances

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

Section 2 – All bills shall be paid by check signed by the Treasurer. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

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

Section 4 – The fiscal year of this club shall extend from July 1 to June 30, and for the collection of member's dues shall be divided into four quarterly periods extending from July 1 to September 30, from

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

Section 5 – For the last meeting of each fiscal year, the First Vice President (president elect) shall prepare a budget of estimated income and estimated expenditures for the following year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Article XI – Method of Electing Members

Section 1 – Active Members (including additional active members).

(a) The name of prospective members, proposed by a member of the club or by the membership committee, shall be submitted to the membership committee chair in writing. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(b) The membership committee shall consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and to investigate and report to the board on the eligibility of the proposed member from the standpoint of good character and good business, professional and/or community reputation. The proposer shall also inform the prospective member of the purpose of Rotary and of the privileges and responsibilities of membership in the club.

(c) The board shall then consider and approve or disapprove the proposal of the membership committee including the written application.

(d) If the decision of the board is favorable, the name of the prospective member and the proposed classification will be announced during the following club meeting to the members.

(e) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten (10) days following announcement of the name of the prospective member, the prospective member shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall vote on the proposed member. If 80% or more of all board members vote affirmatively at such regular or special meeting, the proposed member shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report his/her name to the General Secretary of Rotary International.

(f) The member shall be formally introduced as a new member at a regular meeting of the club.

Section 2 – Honorary Members. The name of a proposed candidate for this kind of membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to the ballot on the proposed member. If not to exceed 2 negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed honorary member shall be considered duly elected.

Article XII – Resolutions

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article XIII – Amendments

These by-laws may be amended at any regular meeting, a quorum - majority of the total club membership - being present, by a two-third vote of all members present, provided that notice of such proposed amendment shall have been sent electronically or by mail to each member at least ten days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the Constitution and By-laws of Rotary International.