

Bylaws of the Rotary Club of Huntingdon, Pennsylvania

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. Standard Rotary Constitution: can be found at <https://my-cms.rotary.org/en/document/standard-rotary-club-constitution>¹

Article 2 Board

The governing body of this club shall be the Board consisting of up to 12 members of this club, namely, the President, Immediate Past President, First Vice-President, Second Vice-President, Secretary, Treasurer, and not less than three At-Large² Directors elected in accordance with Article 3, section 1 of these bylaws.

Article 3 Election of Directors and Officers

Section 1 Nominations and elections

1. The Immediate Past President shall be responsible for proposing a new slate of officers and Board members for the upcoming Rotary year.
2. Before filling the slate, the Immediate Past President will send out a memo to the membership detailing the open positions and asking for persons interested in filling those positions.
3. The completed slate shall be presented to the Board of Directors by December 1. Board discussion and approval shall take place at the December board meeting.
4. The finalized approved slate will be voted upon by the entire membership at either the last weekly meeting of the current calendar year (December) or the first weekly meeting of the next calendar year (January). Election to the various offices and directorships will be by majority vote. A voice vote may be taken unless any member requests a ballot vote. Elected directors will take office on the first day of July next following the election.

Section 2 – A vacancy in the Board or any office shall be filled by action of the remaining members of the Board. In the event that one person is elected to hold more than one position on the board, that person shall have only one vote. The Board shall have the discretion either to allow the total number of board members to stand at a reduced number, or to appoint an additional Board Member at Large.

Section 4 – Terms of office

1. President – 1 year, with the expectation that he/she will assume the duties of Immediate Past President the following year.
2. First Vice President – 1 year, with the expectation that he/she will assume the duties of President the following year.
3. Second Vice President – 1 year, with the expectation that he/she will assume the duties of First Vice President the following year.

¹ Article 1.6 added by amendment May 4, 2021

² Article 2 amended May 4, 2021, by striking “the Vice President for Membership, the Vice President for the Rotary Foundation and the 4”, and adding, “not less than three At-Large”

4. Club Secretary and Club Treasurer – 2 years, with unlimited renewal
5. 3 to 6 At-Large Directors – 2 years, renewable 1 time, with not less than one nor more than three³ Directors to be elected each year. ⁴

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, to provide nominations for officers and directors of the board, and to perform such other duties as may be prescribed by the President or the Board.

Section 3 – *First Vice-President*. It shall be the duty of the First Vice-President to serve as a director, to coordinate the work of chairs of club service committees⁵, and to perform such other duties as may be prescribed by the President or the Board. 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.

Section 4 – *Second Vice-President*. The Second Vice-President shall preside at meetings of the club in the absence of the President and the First Vice-President. Additionally, the Second Vice-President coordinates the work of chairs of external avenues of service committees.⁶

Section 5 – *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 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.

Section 6 – *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. The Treasurer sends the bills for and collects the dues. The Treasurer maintains bank accounts for the funds. The Treasurer proposes a budget for each Rotary year and sends it to the Board. 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.

³ Article 3, Section 4.5 amended on January 4, 2022, by striking “one or two” and replacing it with “not less than one nor more than three”

⁴ Article 3, Section 4.5 amended on May 4, 2021 by striking original Section 4.5 “VP for Foundation and VP for Membership – 2 years with unlimited renewal.” And by renumbering previous Section 4.6, which was amended by striking “4 Club Directors – 2 years, renewable 1 time, with” and replacing with “3-6 At-Large Directors – 2 years, renewable 1 time, with one or”

⁵ Article 4, Section 3 amended on May 4, 2021, by striking “be the chair of the Program Committee,” and replacing with “coordinate the work of chairs of club service committees,”

⁶ Article 4, Section 4 amended on May 4, 2021, by striking “serves as the chair of the Annual Rotary Barbecue and moves to the position of the First Vice President in the following Rotary year.” And replacing it with “coordinates the work of chairs of external avenues of service committees.”

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held prior to the end of December in 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 Tuesdays at 12:00 pm. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty 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, article 9, sections 1 and 2.

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 day of each month selected by the President and the Board before the beginning of the Rotary year. Changes to that schedule must be shared with the Board a minimum of ten days in advance of the new meeting time. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

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

Article 6 Fees and Dues

Section 1 – The admission fee shall be \$ 20 to be paid when billed after induction.

Section 2 – The membership dues shall be payable quarterly in January, April, July, and October. The dues will be set by the board. The dues from all members are used to cover operational needs of the club, including District expenses and the dues of Rotary International, as well as each member's subscription to the RI official magazine.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce* vote¹ or by the raising of hands. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Asynchronous Voting:

From time to time special situations arise when quick Board of Directors' position is obvious, and discussion is not required. In these limited situations, electronic voting of the Board of Directors by email or fax may be permissible provided that:

- a. The Board of Directors is unanimous in handling the matter this way, and*
- b. All Board members must place a vote.*
- c. The action is recorded in the minutes.⁷*

Article 8 Avenues of Service

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This club will be active in each of the Avenues of Service.

⁷ Article 7 amended June 18, 2019

Article 9 Committees

Section 1. Club committees are charged with carrying out the annual and long-range strategic goals of the club. The First Vice-President, 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 three years to ensure consistency. The First Vice-President is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office as President. It is recommended that a chair have previous experience as a member of the committee.

Section 2. The committee structure of the club is set by the Board each year and listed in the annual club roster following the avenues of service as established by Rotary International, as named in Article 8 above. *Committees and subcommittees serving internal club functions shall be known as Club Service Committees and annual workplans shall be coordinated by the First Vice President. Committees addressing the other avenues of service shall be known as External Service Committees and annual workplans shall be coordinated by the Second Vice President*⁸

Section 3. Additional ad hoc committees may be appointed as needed.

Section 4. (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.

(d) The Club and the President have the discretion to create any committees that are required to effectively meet its service and fellowship needs.

Section 5. Club Fundraisers are established by the Board, each with its own committee structure. All Rotarians are expected to participate in fundraisers; committee membership counts only if chairing a subcommittee for the fundraiser. Examples of fundraisers are, but not limited to:

- Annual Chicken BBQ
- Annual Wine and Cheese Event
- Youth Projects fundraiser

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 Rotary 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.

⁸ Article 9, Section 2 amended May 4, 2021.

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. A member is required to pay reduced dues during the leave of absence. These dues are calculated by adding the District club dues per member, the Rotary International dues per member, and the cost of the Rotarian subscription,ⁱⁱ since the leave of absence does not take the Rotarian off the district and international membership lists. Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.

Article 12 Finances

Section 1 – Prior to the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board.

Section 2 – The Treasurer shall deposit all club funds in a bank, named by the Board.

Section 3 – All bills shall be paid by the Treasurer or other authorized officer.

Section 4 – A thorough review of all financial transactions by a qualified person 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, cost of bond to be borne by the club.

Section 6 – The fiscal year of this club shall extend from July 1 to June 30, and for the collection of members' dues shall be divided into four (4) 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 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.

Section 7 – An annual report of club finances shall be presented to the membership, either written or oral, which shows operating expenses as well as the beneficences of the club.

Article 13 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the Board in writing, through the club Secretary, First Vice President, or a member designated to do so and recorded in board meeting minutes by the President or First Vice President⁹. A transferring of a former member of another club may be proposed to active membership by the former club or by the First Vice President,¹⁰ or a member designated to do so and recorded in board meeting minutes by the President or First Vice President, having contacted the former club regarding membership in good standing. The proposal shall be kept confidential except as otherwise provided in this procedure.

⁹ Article 13, Sections 1, 4 and 6 amended January 4, 2022, by adding four instances of “, or a member designated to do so and recorded in board meeting minutes by the President or First Vice President” after “First Vice President”

¹⁰ Article 13, Sections 1, 4, and 6 amended on May 4, 2021, by striking “Vice President for Membership” and replacing it with “First Vice President” in all locations.

Section 2 – The Board shall ensure that the proposal meets all the membership requirements of the standard Rotary club constitution.

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

Section 4 – If the decision of the Board is favorable, the prospective member shall be informed by the First Vice President,⁸ or a member designated to do so and recorded in board meeting minutes by the President or First Vice President, 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, upon induction (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the First Vice President,⁸ or a member designated to do so and recorded in board meeting minutes by the President or First Vice President, shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI and the President will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function. New members are expected to attend orientation sessions organized by the Past President of the club.

Section 7 – 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 resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

Article 15 Amendments

These bylaws may be amended at any regular weekly meeting as defined in Article 5, Section 2, with the following requirements:

1. notice of such proposed amendment shall have been communicated in writing to each member at least ten (10) days before such meeting.
2. a quorum as defined in Article 5, Section 3 being present,
3. Amendment is approved by two-thirds majority vote of all members present
4. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.¹¹

¹¹ Article 15 amended May 4, 2021, for format and clarification only.

Notes concerning adoption of these bylaws:

After final review of these bylaws by the Board, they will be presented to the members of the club, possibly by inclusion in COGS. After 30 days, during which time club members may comment on the proposed bylaws, the Board will consider any revisions and then the Board will adopt the bylaws as they have amended them. The finally adopted bylaws will be signed and dated by the current club President and Secretary and will remain in effect until any major revision becomes necessary.

Motion to have a bylaws committee in April 2012 minutes. Deadline for new bylaws is December 31, 2012.

This version of the bylaws was created April 4, 2013.

This version was amended on June 18, 2019, and May 4, 2021. Amendments noted in footnotes.

ⁱViva voce vote is defined as when club voting is conducted by vocal assent.

ⁱⁱ In 2012 the quarterly dues would be \$27.75.