

ROTARY INTERNATIONAL OF PETERBOROUGH, N.H.

Also Known As PETERBOROUGH ROTARY CLUB

BYLAWS

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.

ARTICLE 2 BOARD OF DIRECTORS

The governing body of this club shall be the Board of Directors consisting of the following members of this club, namely, the president, immediate past president, president-elect, secretary, treasurer and sergeant-at-arms. At the discretion of the Board, up to three additional directors at large may also be elected in accordance with article 3, section 1 of these bylaws.

ARTICLE 3 ELECTION OF DIRECTORS AND OFFICERS

Section 1 – At a regular Board meeting held in May before the start of the new fiscal year the president-elect shall present to the Board for its approval the slate of members who he/she recommends to serve on the governing Board for the ensuing fiscal year.

Section 2 – A vacancy in the Board or any office, or any officer-elect or director-elect, shall be filled by action of the remaining directors.

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. To preclude the possible appearance of conflict of interest, the president may not be a trustee for the Peterborough Rotary Charitable Fund during his or her term as president.

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*. It shall be the duty of the president-elect to preside at meetings of the club and the Board in the absence of the president and to perform such other duties as may be prescribed by the president or the Board.

Section 4 – Secretary. It shall be the duty of the secretary to send out notices of club, Board, and committee meetings; record and preserve the minutes of Board 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; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 5 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, including funds of the Peterborough Rotary Charitable Fund accounting for such funds to the Board monthly and at any other time upon the request by the Board, and to perform other duties as pertains 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. It shall be the duty of the sergeant-at-arms to keep membership records; record attendance at meetings, provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; and other duties as may be 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 July, at which time the swearing in 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 Monday at Noon. 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 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 (60) 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 monthly unless it is determined by the President that a monthly meeting is not required. 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

The amount of the membership dues shall be determined annually by a vote of the Board in the month of June prior to the start of the new fiscal year or if no vote is taken, the amount of memberships dues as of June prior to the start of the new fiscal year shall be used for the next fiscal year.

ARTICLE 7 METHOD OF VOTING

The business of this club shall be transacted by voice vote. The Board may determine that a specific issue can 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 New Generations Service. This club will be active in each of these Avenues of Service.

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 three 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 the 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.
- **Programs**
This committee should develop and implement a comprehensive plan for the solicitation and involvement of the entire club to assure that high-quality speakers and presentations are made on a weekly basis.
- **Public 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.
- **Youth Exchange**
This committee should conduct activities associated with the effective operation of the club's youth exchange program.
- **Service Projects**
This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation of Rotary International**
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 appropriate by the president with the consent of the Board.

(a) The president shall be *ex officio* 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. Each chair shall also be responsible to arrange for recording and preservation of minutes of its meetings.

ARTICLE 10 DUTIES OF COMMITTEES

The duties of all committees shall be established and reviewed by the president for his or her year of service. 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 (12) months.

ARTICLE 12 FINANCES

Section 1 – Prior 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. 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 the president if the treasurer is unavailable.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once a 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 1 July to 30 June, and the collection of members' dues may be invoiced and/or collected as determined by the Treasurer. 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 METHOD OF ELECTING MEMBERS

Section 1 – A prospective member, as proposed by an active member of the club, shall submit an application in writing through the Membership chair. The sponsor of this prospective member and/or the Membership Chair shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership. A transferring or former member of another club may be proposed to active membership by the former club.

Section 2 – The prospective member shall permit his or her application to be distributed to the club.

Section 3 – If no objection to the application for membership, stating reasons, is received by the Membership Chair and/or Board from any member (other than honorary) of the club within seven (7) days following distribution of the application, then that application is forwarded to the Board for approval. If any such objection has been filed, the Board shall vote on the matter at its next meeting.

Section 4 – In the application process the Board shall endeavor to meet all the classification and membership requirements of the standard Rotary club constitution.

Section 5 – The Board shall approve or disapprove the application for membership within 30 days of its submission and shall notify the prospective member, through the Membership Chair, of its decision.

Section 6 – If approved, the prospective member, as prescribed in these bylaws, shall be considered to be elected to membership.

Section 7 – Following an approval, the Membership Chair shall arrange for the new member's induction and new member packet. In addition, the 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 8 – 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 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 or emailed 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 with the constitution and bylaws of RI.

Voted and Adopted at the duly noticed meeting of December 9, 2013.

Notation for Reference: The Peterborough Rotary Club established the Peterborough Rotary Charitable Fund by Declaration of Trust dated June 25, 2001. The provisions of Article I – Trustees: The Declaration of Trust set forth matters related to the trustees including their number and term, qualifications and procedure for their nomination and election. The last paragraph of Article I of said Declaration of Trust provides that “the treasurer shall be the treasurer of the Peterborough Rotary Club.” Implementation of such procedure for nomination and election is a responsibility of the Peterborough Rotary Club is set forth herein for reference.