Rotary Club of Paterson #70

Bylaws of the Rotary Club of Paterson

(As amended August 1st, 2023)

Article I Election of Directors and Officers

Section 1 -At a regular meeting, two months prior to the meeting for the election of officers, the President will announce the appointment of a nominating committee. This committee will prepare a slate for the position of the officers as delineated in Article III and for the director positions whose terms will be expiring at the end of the current club year. Directors will be elected to a three-year term, with terms staggered so that each year, three directors will be elected. Officers will be elected to a one-year term. The offices of President and Vice President shall be limited to no more than two consecutive terms. No member shall be elected to the office of President, Vice President , President elect , Treasurer, Secretary or Director who has not been a member in good standing for at least one year.

Section 2 - At a meeting, one month prior to the meeting for the election of officers, the nomination committee will present its slate. The presiding officer will then accept nominations from the floor for any of the positions on the slate, and then no further nominations will be accepted prior to the election. *(as amended 2/28/02, 8/1/23)*.

Section 3 - The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Within one week after their election the board of directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

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

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.

Article II Board of Directors

Section 1 - The governing body of this club shall be the board of directors consisting of 15 members of the club, namely 9 directors elected in accordance with article I, Section 1, of these bylaws, the President, Vice President, President-elect, Secretary, Treasurer, and Immediate Past President.

Section 2 – The terms of the Directors above shall be three years with no elected director serving more than two consecutive terms. Upon serving those consecutive those terms, a member shall not be eligible for election to the board for a period of one year. *(as amended 8/1/23).*

Section 3 – Attendance obligations of the board: Board members shall attend 75% of regularly scheduled meetings in one Rotary year. In the event that a Board Member fails to attend the required number of meetings, such member shall surrender their position on the Board. *(as amended 8/1/23).*

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 pertain to the Office of President, per Roberts Rules of Order. *(as amended 8/1/23).*

Section 2 - *President-elect*. It shall be the duty of the President-elect 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 or the board consistent with Roberts Rules of Order. *(as amended 8/1/23).*

Section 3 - *Vice-President.* It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the President and to perform such other duties as ordinarily pertain to the office of Vice President as described in Roberts Rules of Order. *(as amended 8/1/23).*

Section 4 - *Secretary.* It shall be the duty of the Secretary to keep the records of membership as well as record the attendance at regular club and board meetings. They will send out notices for all general club and board meetings and record and preserve the minutes of such meetings. They will make the required reports to RI (including the semi-annual reports of membership) which shall be made to the general secretary of RI on December 15th and June 15th of each year via the club management system. They will perform such other duties as usually pertain to the office of secretary as per Roberts Rules of Order. *(as amended 8/1/23).*

Section 5 - *Treasurer*. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time demanded by the board and to perform such other duties as pertaining to the office of treasurer, per Roberts Rules of Order. The Treasurer shall collect monies at all meetings, keep the credit card terminals in their possession and collect and remit to RI subscriptions to The Rotarian.

It is the Treasurer's responsibility to collect monies at all meetings and fund-raising events as well as coordinate with any consultants or CPAs about any tax matter.

It is the duty of the Treasurer to work with the incoming President and incoming Treasurer, if applicable, to coordinate the preparation of the new Rotary year's budget.

Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the President, all funds, books of account or any other club property and acquaint the incoming Treasurer with those duties. *(as amended 8/1/23).*

Section 6 - *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office including maintain order at meetings of the club and such other duties as may be prescribed by the president or the board in accordance with Roberts Rules of Order.

Article IV Meetings

Section 1 - *Annual Meeting.* An annual meeting of this club shall be held at a regular meeting in December each year, at which time the

election of officers and directors to serve for the ensuing year (July 1) shall take place.

(*Note:* article IV, section 2 of the standard Rotary club constitution provides that "An annual meeting for the election of officers of this club shall be held not later than the thirty-first day of December in each year as provided in the bylaws of the club.")

Section 2 - The regular weekly or biweekly meetings of this club shall be held on Thursday at 12:15 p.m. Due notice of any changes in or canceling of the regular meetings shall be given to all members of the club.

Section 3 – 25% 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 the 2nd or 3rd Tuesday of each month. The schedule of meetings shall be set by the President at the beginning of the Rotary year. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given. (*amended 8/1/23).*

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

Article V Fees and Dues

Section 1 - The admission fee shall be in an amount established by the Board of Directors to be paid before the applicant can qualify as a member. *(as amended 4/4/02).*

Section 2 - The membership dues shall be in an amount of $275 plus an amount of $250 for ten meals totaling $525, payable quarterly, semi-annually, or annually with the understanding that $6 of each semi-annual payment shall be applied to each member's subscription to *The Rotarian* magazine. The dues structure will be reviewed annually in December by the board of directors for implementation on the first day of the following July. (*amended 8/1/23).*

(Note: The subscription price of The Rotarian is US $12.00 per annum).

Article VI – Method of Voting

Section 1 - The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot.

Article VII Committees

Section 1- The president shall, subject to the approval of the board, appoint the following standing committees and Chairpersons thereof: Club Service committee, Vocational Service committee, Community Service committee, International Service committee. The president shall appoint, subject to the approval of the board, a member to act as Parliamentarian for the club."

1.1 - The president shall, subject to the approval of the board, also appoint such committees on particular phases of the club service, vocational service, community service and international service as deemed necessary.

1.2 - The club service committee, vocational service committee, community service committee and international service committee, shall each consist of a chairman, who shall be named by the president from the membership of the board, and not less than two (2) other members.

1.3 - The President shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.

1.4 - Each committee shall transact such business as is delegated to it in the 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 act until a report has been made to the board and approved by the board.

1.5 - If the Chair of the committee is a Board member, that board member can report committee updates at board meetings. If the Chair is not a board member, than the committee shall have an *ex officio director* who is a member of the board and who shall be responsible to report committee activities to the board.

1.6 - All committees shall submit a budget to the board for approval prior to any funds being spent. Every committee should keep

financial records of any moneys spent during the planning phase of the fundraiser and if the cost goes over the allotted amount, the Board shall be notified immediately, and a new proposed budget will need to be voted on an approved. Any costs spent by this committee that were not approved will not guarantee a reimbursement from the club.

Section 2 - *Club Service Committee*

2.1 The chairman of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.

2.2 The president shall, subject to the approval of the board, appoint the following committees on particular phases of club service:

i. Club Bulletin committee
ii. Membership committee
iii. Program committee – (Vice President shall be the Director of this committee)
iv. Public Relations committee
v. Classification committee
vi. Club Management Administrator committee
vii. Fundraising committee

2.3 - Where feasible and practicable in the appointment of club committees, there should be 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.

Section 3 - Community Service Committee.

3.1 - The community service committee shall consist of the Chairman of the Community Service Committee. The Chairman of shall be responsible for all community service activities and shall supervise and coordinate the work of all committees listed in 3.2 (1 - 3).

3.2 - The President shall, subject to the approval of the board, appoint the following committees on particular phases of community service:

1. Human Development committee
2. Community Development committee
3. Partners in Service committee

Article VIII Duties of Committees

Section 1- Club *Service Committee*. This committee 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. The Chairman or Director of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

Section 2 - *Vocational Service Committee*. 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 vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

Section 3 - *Community Service Committee*. 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 chairman of this committee shall be responsible for the 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 3.1 *Human Development Committee*. This committee shall devise and carry into effect plans which will guide and assist the members of this club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.

Section 3.2 - Community Development Committee. This committee shall devise and carry into effect plans which will

guide and assist the members of this club in working to make the community a better place to live by improving the physical conditions of the community and its facilities.

***Section 3.3 - Partners in Service Committee*.** This committee shall devise and carry into effect plans which will guide and assist the members of this club in building relationships with other Rotary sponsored organizations within the community and in cooperating with them in service.

Section 4 - *International Service Committee*. This committee 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 international service. The chairman of this committee shall be responsible for the 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.

Section 5 - Bulletin Committee. This committee shall endeavor, through the publishing of a 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. Once Bulletin is prepared, it is sent to the Club Management Committee for distribution.

Section 6 - *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.

Section 7 - *Program Committee*. This committee shall prepare and arrange the programs for the regular and special meetings of the club. The Vice President shall be director of this committee.

Section 8 - *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. This committee is responsible for maintaining the club web and social media presence.

Section 9 - Classifications Committee. This committee shall, as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principles; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification issues.

1.1 The classification keeps a survey too identify relevant business and professional practices within a community, clubs are encouraged to conduct a thorough classification survey.

1.2 Surveys act as a basis for developing and aggressively undertaking specific, ongoing plans for building and strengthening club membership in order to serve more effectively in all areas of activity.

1.3 The classification committee of the club is responsible for developing and maintaining an up-to-date classification survey of the community in which the Rotary club is located. Clubs should maintain and use up-to-date classification surveys to develop and strengthen club membership by identifying and recruiting qualified members to classifications that are open.

Section 10 – Fundraising Committee. This committee shall meet as early as possible, but no later than 31 August of each year, to set the fundraising goals for the club. The Chair or Director of the fundraising committee shall propose a plan for each project which includes a budget at the Board of Directors meeting for approval.

Only after a project is approved can any member of the club act on the execution of said project. This includes organizing, obligating the club to invoices, promoting the event in any form of advertising with includes online, personal social media pages and word of mouth, designing promotional materials and setting meetings with vendors to discuss same.

The committee should keep financial records of any moneys spent during the planning phase of the fundraiser and if the cost goes over the allotted amount, the Board shall be notified immediately, and a new proposed budget will need to be voted on an approved. Any costs spent by this committee that were not approved will not guarantee a reimbursement from the club. Any funds raised by the club shall be deemed for the operational budget or for the Rotary Foundation as voted for by the Board of Directors.

Article IX Leave of Absence

Section 1 - 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.

(Note: 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 shall be recorded as absent, except that absence authorized under the provisions of Art. 3, Sec. 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 or banks to be named by the board.

Section 2 - All bills approved by the board shall be paid only by checks prepared by the treasurer based on valid bills, invoices and receipts and signed by <u>any</u> two of the following signatories on the bank account: President, President Elect, Secretary and Treasurer.

Section 3- The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into either quarterly, semiannual or annual payments. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

(Note: Magazine subscriptions for members joining during semi-annual period are payable upon invoice from the Secretariat).

Section 4 - At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures of the respective purposes unless otherwise ordered by action of the board.

4.1 – Any payments or expenditures owed from the Rotary budget shall be brought to the Board and approved first, prior to any Rotarian satisfying the invoice. The approval shall include the budget line item that the money is moving from. Failure to seek board approval prior to asking for a reimbursement shall not obligate the club for payment with the exception of monies moved from the President's discretionary account. President's discretionary money can only be used after the President emails the Treasurer to confirm balance of that budget line item.

Article XI Method of Electing Members (For All Kinds of Membership)

Section 1 – There are two categories of Membership, Active and Honorary. Further, under Active, a member can either join as an individual or corporate business.

1.1 – Honorary - Honorary membership is the highest distinction that a club can bestow and should be conferred only in exceptional cases. Clubs should grant honorary membership only as a distinction for meritorious service that embodies Rotary ideals or for permanent support of Rotary's cause.

1.1.1 Terms – Honorary members are exempt from paying dues, cannot vote, cannot hold any other club office, cannot hold a classification and will be entitled to enjoy all meetings, provided they pay for their lunch requirement. This is further enforced in the standard Rotary International Constitution (Article 8, Section 6).

1.1.2 Nomination – Any member of the club can present an individual to be nominated for an Honorary

Member. They shall submit in writing to the Secretary along with a brief biography as to why this individual should hold this honor.

1.1.3 Acceptance – Following a successful motion and vote by the board, this person is then deemed an Honorary Member. Upon acceptance, the Secretary or Representative from Membership shall make the update in the club management software system.

1.2 - Individual Active Membership – The individual membership shall use the Rotary International application.

1.2.1 The current Rotary International Application shall be used to submit a new member. For a prospective member, proposed by an active, senior active, or past service member of the club, Part A of the application shall be filled out entirely. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure. The board shall ensure that the proposal meets all the classification and membership requirements of the club bylaws.

1.2.2 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 at a regular Board meeting.

1.2.3 If any information on the application is deemed false, the application shall be immediately withdrawn regardless of whether the Board had previously approved it or not.

1.2.4 If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership (including the kind of membership proposed), following which the prospective member shall be requested to fill out and sign Part B of the application and to permit his or her name and proposed classification (if active membership) to be published to the club. This should be signed by the prospective member within 7 calendar days from Board Approval.

1.2.5 The application shall be printed in the Club Bulletin and sent out to all members one time, no later than the following Club Meeting and the bulletin that follows thereafter.

1.2.6 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 payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered elected to membership.

1.2.7 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, upon payment of the admission fee (if not honorary membership), shall be considered elected to membership.

1.2.8 Following such an election, the Membership committee shall enter the new member on the Club Management Software and shall report pplicatsuch action to R.I. The treasurer will then generate and collect membership invoice. Once paid, the President shall arrange for the new member's induction and further orientation, and the club Secretary shall issue a membership pin to the new member.

1.3 – Corporate Active Membership: Cooperate Membership shall abide by all the above and also shall include the following:

1.3.1 – Up to three designated employees of a corporate member shall be eligible for membership and shall be identified at the time a corporate entity is proposed for membership.

1.3.2 – A Primary person and 2 alternates shall be designated at the time of application for corporate membership.

1.3.3 - Any attendance and participation requirements of the club may be met by any of the corporate members and all members are entitled to attend any regular

meetings of the club or any other Rotary club.

1.3.4 Dues for the corporate entity are $375 per year as of 2023 plus $250 for 10 lunches to be used between the primary and alternate members. After the 10 lunches are used, each individual is responsible for their own meals.

1.3.5 Primary corporate members, for whom RI dues have been paid, are registered as active members in the Rotary database. They will be listed as official members of the club and noted in the roster as primary corporate members of the named business. Alternate corporate members will not be listed on the Rotary Database.

1.3.6 For the purpose of general meetings and club matters, the primary corporate member is eligible to vote. Since the corporate entity has one primary member reported as active, RI dues paying member, it shall have one vote which may be cast by any one of the designees attending the meeting where a vote in taking.

1.3.7 Any RI dues paying member listed in Rotary's database, which includes the primary member shall be eligible to hold office. Alternates who do not pay RI dues are not eligible.

1.3.8 Subject to the approval of the board, the corporate entity may revise the designation of primary and alternate members not more than once per Rotary year. However, if a primary member is currently serving as a Board of Directors or Officer and their status is changed to an alternate, they shall immediately surrender their position.

Section 2 – Membership Classification – Our club keeps classifications to develop a pool of resources and expertise to implement service projects. This system is based on the founders' paradigm of choosing cross-representation of each business, profession, and institution within a community. A classification describes either the principal business or the professional service of the organization that the Rotarian works for or the Rotarian's own activity within the organization.

2.1 – Transferring an existing Rotarian - The classification of a transferring a former member of another club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits. (Rotary International Bylaws, Article 4, Section 4.030)

2.2 – Classification Limits: The club shall not elect a person to active membership from a classification if the club already has 5 or more members from that classification unless the club has more than 50 members. Once the club exceeds 50 members, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership.

2.3 – Retired Person - Retired persons inducted into active membership in a Rotary club shall use their former profession as their classification. This will not be counted towards the club's limit of members in a single classification. Club classification rosters shall not include retired Rotarians.

2.4 - Honorary members do not hold classifications but shall be entitled to attend all meetings and enjoy all the other privileges of the club.

Section 3 - **Statement on Diversity -** Rotary recognizes the value of diversity within individual clubs. Rotary encourages clubs to assess those in their communities who are eligible for membership, under existing membership rules, and to endeavor to reflect their community with regard to professional and business classification, gender, age, religion, and ethnicity. (Rotary Code of Policies - 4.010.1)

Article XII Resolutions

Section 1 - 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 Order of Business for all Meetings

a. Meeting called to order.
b. Flag Salute/Invocation
c. Introduction of visiting Rotarians, if applicable
d. Correspondence and announcements.
e. Committee reports if any.
f. Any unfinished business
g. Any new business.
h. Program/ Speaker
i. Happy Dollars and any other program features.
j. Adjournment.

Article XIV Amendments

Section 1 - 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 otherwise distributed to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution/ bylaws and with the constitution and bylaws of RI.

Article XV Student Loans

Section 1 - Student Loans will be handled in accordance with the Club's Student Loan Purpose and Procedures document. *(as amended 7/27/07)*

(Note) The foregoing Bylaws are intended to be implemented in accordance to Roberts Rules of Order