Bylaws of the Rotary Club
of
Elmira, New York

Article I 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.~~ July 1st.

Article 2 Board

The governing body of this club shall be the board consisting of ~~fifteen~~ twelve members of this club, namely, ~~nine~~ six directors elected in accordance with article 3, section 1, of these bylaws, and the president, vice-president, president-elect, secretary, treasurer, and the immediate past president.

Article 3 Election of Directors and Officers

Section 1 - At least three weeks prior to the annual meeting, the president shall appoint a nominating committee of five, two of whom shall be past presidents, subject to the approval of the board of directors. The nominating committee shall canvas the membership and the needs of the club and (i) shall select names as candidates for the office of director to fill the vacancies cause by the expiration of the terms of directors and (ii) select the names of five members of the club as candidates for the office of president, vice-president, secretary, and treasurer.

Conrad R. Wolan 5/4/10 11:05 AM
Comment: Why five?

The names of the selected candidates shall be printed on a ballot, together with spaces for additional names, and the ballot shall be ~~mailed~~ sent electronically to each member not later than two weeks prior to the annual meeting. For those members who lack electronic mail, the ballot shall be sent by regular mail.

On the day of the election, the president shall call for nominations from the floor. ~~It should be made clear that nominations~~ Nominations from the floor will be accepted only if the person nominated agrees, either in writing or in person, to serve if elected, in which case the membership shall be instructed to write in such nominee's name on the ballot if they intend to vote for that person.

The candidates for director receiving the highest number of votes shall be declared elected directors to serve a three-year term. Each candidate receiving the plurality of votes for the office, for which he or she is nominated, shall be elected to that office to serve a term of

one year. The 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 the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.

Section 2 –At the meeting of the board following the annual meeting, the board shall elect a member of the club to act as sergeant-at-arms.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors for the remaining term of the director or officer whose place is being filled.

Section 4 – 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.

Conrad R. Wolan 5/4/10 11:27 AM

Comment: What is the purpose of this section? I think Section 3 is sufficient.

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 – *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 serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – *Vice-President*. It shall be the duty of the vice-president to serve as a director. The vice-president shall be responsible for providing programs for weekly club meetings and shall be authorized to appoint a committee of members for assistance.

Section 4 – *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, and prorated reports on 1 October and 1 April of each active member who has 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 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 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*. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office 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 during the month of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Conrad R. Wolan 5/4/10 11:11 AM
Comment: June?

Section 2 – The regular weekly meetings of this club shall be held once each week on a day and at a time established by the board of directors. 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 article 8, sections 3 and 4 of 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 (60)~~ fifty (50) 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 8, 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 each month at such time and place as the board shall specify. 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 board ~~may establish the amount of admission fee and~~ shall set the amount of membership dues~~, but no~~ . No change in the ~~amount of admission fee and~~ dues shall be effective until approved by a majority vote of the members present at any regular meeting at which a quorum is present, provided that notice of the proposed change in fee and dues shall be sent to each member at least ten days before the meeting.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by paper or electronic ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Article 8 Four Avenues of Service

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

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. 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.

- Club 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.

- Club Administration
  This committee should conduct activities associated with the effective operation of the club.

Conrad R. Wolan 5/4/10 11:28 AM
Comment: Is this different than the Executive Committee of the Board? Or even the Board itself?

- 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
  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 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 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.

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 make reference to appropriate RI

materials. The service project committee will consider vocational service, community service and international service avenues 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 a specified length of time.

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. All deposits shall be made and maintained in the name of "Rotary Club of Elmira, New York, Incorporated."

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Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved in writing by two other officers or directors.

Section 4 – ~~A thorough review of all~~ An informal audit of the club's financial transactions shall be carried out by a certified public accountant or other qualified person ~~shall be made~~ once each year.

Conrad R. Wolan 5/4/10 11:20 AM
Comment: ?

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, the 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~~ July 1st through June 30th and for the collection of members' dues shall be divided into two (2) semiannual periods extending from ~~1 July to 31 December~~ July 1st through December 31st and from ~~1 January to 30 June~~ January 1st through June 30th. The payment of per capita dues and RI official magazine subscriptions shall be made on ~~1 July and 1 January~~ July 1st and January 1st of each year, or as soon thereafter as possible, on the basis of the membership of the club on those dates.

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. 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 as otherwise provided in this procedure. Before a prospective member's name shall be submitted for membership, the prospective member must attend at least two club meetings and be informed of the purposes of Rotary and of the privileges and responsibilities of membership,

Section 2 – The board shall ensure that the proposal meets all the classification and 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. Board members can submit their approval or disapproval electronically. If the Board approves membership, then the general membership shall be advised, electronically or by mail, of the proposed membership.

~~**Section 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, 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 4 – 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 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~~, upon payment of the admission fee (if not honorary membership),~~ shall be considered to be elected to membership.

Section 5 – Following the election, the 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.

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 Order of Business

The order of business at club meetings shall be established by the president with consent of the board.

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 sent electronically, or by mail to those without electronic mail, 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.