

BY-LAWS OF THE ROTARY CLUB OF KENT, OHIO

Article I Election of Directors and Officers

Section 1 At a regular meeting one month prior to the meeting for election of officers, the president will appoint and announce a nominating committee of 5 members (including 3 past presidents). The committee shall present a slate of candidates for the offices of President, President-Elect, Secretary, Treasurer, Program Chairperson, member of the board of Kent Rotary Foundation, and two members of the club board of directors. The Nominating Committee chairperson will propose its candidates and the president will call for additions to a ballot and vote at the following meeting. Those candidates receiving the most votes shall be elected for the year beginning July 1st and will join their respective boards as members.

Section 2 The officers and directors, so elected, together with the immediate past president shall constitute the board of directors.

Section 3 A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 4 A vacancy on 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 eleven members of this club, namely five directors elected in accordance with Article I, Section L of these by-laws, the president, vice-president, secretary, treasurer, program chairperson, 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 pertain to this office.

Section 2 President-Elect. It shall be the duty of the President-Elect 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 this office.

Section 3 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, 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, 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 this office.

Section 4 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 upon demand by the board, and to perform such other duties as pertain to this office. Upon retirement from office all funds, books of accounts, or any other club property shall be turned over to his/her successor or to the president.

Section 5 Program Chairperson. It shall be the duty of the program chairperson to select and arrange all of the programs for the club throughout the year and to carry out any additional duties as requested by the president.

Article IV Meetings

Section 1 Annual Meeting. An annual meeting of this club shall be held in the first week of December in each year at which time the election of officers and directors to serve for the ensuing Rotary year shall take place.

Section 2 The regular weekly meetings of this club shall be held on Tuesday, at 12:00. Due notice of any changes in or canceling of the regular meetings shall be given to all members of the club.

Section 3 One-third of the active membership shall constitute a quorum at the annual and regular meetings of the club.

Section 4 Regular meetings of the board shall be held each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two 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 The new member admission fee shall be determined by the board.

Section 2 The membership dues shall be determined by the board and payable semi-annually on the first day of July and of January, with the understanding that the dues include each member's subscription to The Rotarian magazine.

Article VI Method of Voting

The business of this club shall be transacted by viva voce except that amending the Constitution and the election of officers and directors shall be by ballot.

Article VII Committees

Section I The president shall, subject to the approval of the board, appoint the following standing committees:

Service Projects
Club Outreach
Club Administration
Membership
Ways & Means

(a) The president shall, subject to the approval of the board, also appoint such sub-committees on particular phases of Service Projects, Club Outreach, Club Administration, Membership, and Ways & Means as may be deemed necessary.

(b) The Service Projects committee, the Club Outreach committee, the Club Administration committee, the Membership Committee, and the Ways & Means committee shall be chaired by the Board Director as directed by the President and will consist of two, or more, other club members.

(c) The president shall, subject to the approval of the board, appoint the following sub-committees on particular phases of Membership:

Fellowship sub-committee
Member Service sub-committee
Public Relations sub-committee,

and appoint one member each year to the following committees:

Classification committee
Rotary information committee,

and appoint any other committees that he/she may deem necessary for the internal administration of club affairs.

(d) 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.

(e)The president shall also appoint one director each who shall be responsible forService Projects, Club Outreach, Membership, Club Administration, and Ways & Means. The appointed director shall supervise and coordinate the work of all committees appointed on particular phases of each activity.

(f)The president shall be ex-officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(g)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 a report has been made to the board and approved by the board.

Article VIII Duties of Committees

Section 1 Service Projects Committee. This committee shall devise and execute plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairperson 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 2 Club Outreach 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, district activities, and any other activities with other clubs.

Section 3 Club Administration Committee. This committee shall devise and carry into effect plans which will guide and assist the supportive services necessary for the effective technical operations of the club, including the website and other social media outlets. Included is the oversight of club records on Club Runner and supportive technology in-service for club members. In addition, the chairperson 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 club administration.

Section 4 Membership Committee. This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social, 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 and their classifications. Sub-Committees include:

(a) **Classification Sub-Committee.** Using the Rotary guide to classifications, this committee shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

(b) Fellowship Sub-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 on pursuance of the general object of the club as may be assigned by the president or the board.

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

(e) Rotary Information Sub-Committee. This committee shall 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 the new members, adequate understanding of the privileges and responsibilities of members, (3) to give club 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.

Section

Section 5 Ways & Means Committee. To update and modernize club procedures and bring them in line with today's standards, the mission of Ways and Means is to provide the Kent Rotary with an all-encompassing picture of all club finances and assist in disseminating that information to the membership in a timely and transparent manner. The committee will provide assistance to the Club President and other officers in formulating yearly budgets, make recommendations for other club fundraising activities to support the proposed budgets, and act in an advisory capacity to the Treasurer.

It will be chaired by the Director and it will consist of two additional Rotarians, by either volunteer or appointment by the Board and/or the President. Other members of the committee will be the Kent Rotary Treasurer, who will be the Assistant Director, the current President, the Immediate Past President, and the President Elect. Additionally, the current President of the Kent Rotary Foundation will be an ex officio member of the committee. To this end the committee shall:

(a) Have a thorough understanding of all club finances including the Foundation finances.

(b) Monitor club finances on a quarterly basis to assure that we are attaining our income projections and staying within our budgetary spending limits to protect the club's solvency.

(c) Assist the Kent Rotary Treasurer and the Kent Rotary Foundation Treasurer in Disseminating Club and Foundation finances to the membership in a timely and transparent manner via meeting presentations and/or correspondence.

(d) Work with the Director of Ways & Means and President Elect to assist in setting up the next year's budget.

(e) Work with the Director to provide the President assistance in finalizing the current year's budget.

(f) Assist other Directors in setting up yearly budgets and make recommendations for the need of additional fund raising.

(g) Assist the Board in organizing other fund-raising activity as needed.

(h) Assist and advise the Treasurer as needed.

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.

Article X Finances

Section 1 The treasurer shall deposit all funds of the club in a bank to be named by the board.

Section 2 All bills shall be paid only by checks signed by the treasurer in accordance with the board approved budget.

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 of bond to be borne by the club.

Section 4 The fiscal year of this club shall extend from July 1st to June 30 for the collection of members' dues and shall be divided into two semi-annual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capital dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 5 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 for expenditures for the respective purposes unless otherwise ordered by action of the board.

Article XI Method of Electing Members

Section 1 Active Members

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

(b) The board shall request the classification committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

(c) The board shall consider and approve or disapprove the recommendations of the classification and membership committees and shall then notify the proposer, through the club secretary, of its decision.

(d) If the decision of the board is favorable, the proposer, together with one or more members of the Rotary Information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his/her permission for his/her name and proposed classification to be published to the club.

(e) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within 10 days following publication of the name of the prospective member, the prospective member, upon payment of his/her admission fee, as prescribed in Article V of these by-laws, shall be considered to be elected to membership.

(f) If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board which shall ballot on the proposed member. Upon a majority of affirmative votes cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

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

(h) The member shall be formally inducted and introduced as a new member at a regular meeting

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 Order of Business

- Meeting called to order
- Introduction of visiting Rotarians and guests Correspondence and announcements Committee reports if any
- Any unfinished business
- Any new business
- Address or any other program feature
- Adjournment
of the club.

Article XIV Amendments

Section 1 These by-laws may be amended in two ways:

- at a regular meeting, a quorum being present, by a two-thirds vote of all active members present, provided that notice of such proposed amendment shall have been emailed to each member at least ten days before, or
- via email by two-thirds vote of active members determined by the average attendance at regular or digital meetings the previous 3 months, provided that notice of such proposed amendment shall have been emailed to each member at least ten days before.

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. Where revisions to the constitution and by-laws of Rotary International render the club by-laws not in harmony, the club by-laws may be brought into harmony by action of the Board of Directors without a vote of the members of the club. The members shall be informed of any and all such Board actions.

Last Amended: September 2020