

# BY-LAWS OF THE ROTARY CLUB

OF

SPRINGFIELD TOWNSHIP-FLOURTOWN, PA

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Adopted September 27, 1960, amended:

- January 16, 1967
- June 25, 1968
- January 6, 1970
- October 6, 1970
- October 18, 1972
- October 21, 1980
- June 2, 1987
- July 9, 1991
- December 6, 1994
- December 19, 1995
- July 1, 2001 (Dues and Billing)
- March 20, 2012 (Updating and Attendance)
- February 21<sup>st</sup>, 2017 (Clarify Standing Committees)
- October 24<sup>th</sup>, 2017 ( New Membership Types)
- June 19<sup>th</sup>, 2018 (Amend Associate Membership)

## 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

**Section 1** - The governing body of this club shall be the Board consisting of nine (9) members of this club, namely, six officers the president, vice president, president-elect (or president-nominee, if no successor has been elected), immediate past president, secretary, and treasurer. Additionally, three (3) directors are elected in accordance with Article 4, Section 1 of these bylaws.

**Section 2** - The sergeant-at-arms shall be a separate elected officer of this club, as set forth in Article 4, Section 1 below, but not become a member of the Board by such election. The sergeant-at-arms may be elected to the Board as a director or appointed to fill a vacancy in the Board under Article 4, Section 3 below.

## Article 3 Indemnification and Personal Liability of Officer and Directors

**Section 1**- The Club, through Rotary International, shall indemnify its Officers and Directors, individually and collectively as the Board, against costs and expenses, including reasonable attorney's fees, actually and necessarily incurred by them in connection with the defense of any claim or action, or in connection with an appeal thereof, arising out of their actions taken on behalf of the Club in accordance with and to the fullest extent of the provisions of Title 15 of the Pennsylvania law applicable to nonprofit corporations. Upon reasonable request, the Club shall provide proof of insurance coverage of this indemnification responsibility in the form of a certificate of insurance or other suitable evidence thereof.

**Section 2**- Further, an Officer or Director of the Club shall not be personally liable for any monetary damages

for any actions taken or omission made on behalf of the Club, unless in so doing such Officer or Director has breached or failed to perform the duties of his or her position in the Club or failed to comply with the standards of care and justifiable reliance set forth in the applicable provisions of Title 15 of the Pennsylvania Law.

#### **Article 4 Election of Directors and Officers**

**Section 1** – At a regular meeting in December prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, and three (3) directors. The nominations shall be presented by a nominating committee or by members from the floor. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting in December. The candidates for president, vice-president, secretary, treasurer, and Sergeant-At-Arms receiving a majority of the votes shall be declared elected to their respective offices. The three (3) candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

**Section 2** – Within one week after their election, the directors-elect shall meet to plan for the transition.

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

**Section 4** – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

#### **Article 5 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 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 serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 4** – *Vice-President*. 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 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 **10** 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. The Board may if necessary appoint an assistant to ensure that someone is familiar with all aspects of the position and to assist with any duties of the Secretary.

**Section 6** – *Treasurer*. It shall be the duty of the treasurer to have oversight 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. 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. The Board may if necessary appoint an assistant to ensure that someone is familiar with all aspects of the position and to assist with any duties of the Treasurer. The Treasurer and Assistant Treasurer shall be the primary signatories on checks. The Secretary and President shall be the secondary signatories in case the primary signatories are not available to write a check in a timely manner. Two signatures are required on all checks.

**Section 7** – *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. The function of the **Sergeant-at-Arms** is to help maintain an orderly, dignified, and effective Rotary club meeting, one that will make the right kind of impression on club visitors and guests.

## **Article 6 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held on the Tuesday designated as the Business Meeting in December of 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 Tuesday at 12:15 p.m.

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 (60) percent of the time devoted to the regular meeting, either at this club, at any other Rotary club, online or as otherwise provided in the standard Rotary club constitution, Article 12. Rotarians falling below 60% attendance shall be contacted by the Membership Chair in writing regarding their drop in attendance.

**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 once monthly. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, with at least 48 hours email or a voicemail notice given. A board member may participate telephonically at a special meeting if unable to be physically present.

**Section 5 –** A majority (50%) of the directors shall constitute a quorum of the board.

## **Article 7 Fees and Dues**

**Section 1 –** The membership dues shall be payable effective on the first day of July with the understanding that a portion of each annual payment shall be applied to each member's subscription to the RI official magazine.

**Section 2 –** Membership dues shall be reviewed annually by the Board of Directors and any changes shall be applied to the dues bill on July 1<sup>st</sup>.

**Section 3 –** Weekly fees (lunch costs) shall be billed quarterly. A member may be credited for meals missed in the previous quarter up to five (5) missed meals. A member who has had a change in circumstance that prohibits him/her from attending luncheon meetings on a regular basis may request permission from the Board to pay for lunches only when he/she is able to attend a meeting. However, that member must maintain an attendance record of fifty (50) percent through attendance at club activities, service and online make ups.

**Section 4 –** Any member who does not pay dues and fees within 45 days of the quarterly bill shall be given notice to pay in full within thirty (30) days or arrange to be on a payment plan (which will be approved by the Board) within thirty (30) days. Failure to comply will result in automatic termination from the club.

## **Article 8 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 ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

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*(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)*

## **Article 9 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.

## **Article 10 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. Each Committee Chair shall prepare a written description of his/her duties to the Secretary. The duties will be reviewed by the committee and updated annually if necessary. Standing committees may include but not be limited to the following:

### **AVENUES OF SERVICE**

- a. INTERNATIONAL PROJECTS
- b. COMMUNITY SERVICE
- c. YOUTH EXCHANGE

### **AWARDS**

CAMP NEIDIG

CLUB NEWSLETTER

CLUB GOVERNANCE

- a. NOMINATIONS
- b. BYLAWS

ROTARY FOUNDATION / PAUL HARRIS

FUNDRAISING

- a. FRUIT
- b. CARNIVAL
- c. GRANTS
- d. OTHER

INTERACT

MEMBERSHIP

PROGRAM

PUBLIC RELATIONS

SOCIAL

SPECIAL OLYMPICS

SUNSHINE

- (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.

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*(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee*

Manual. A club may develop a different committee structure as needed.)

## **Article 11 Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his or her year. Duties and special information pertaining to the workings of the committees shall be kept on file with the secretary to ensure continuity. 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 12 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 three months at a time. Leave of absence requests shall only be granted for medical issues or medical issues of an immediate family member.

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*(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 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 13 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the President 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

**Section 2** – The treasurer or assistant treasurer shall deposit all club funds in a bank, named by the board. All deposits must be made within thirty (30) days of the check date. 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 other authorized officer only when approved by two other officers or directors. All bills will be paid in a timely manner but not later than thirty (30) days of the invoice date.

**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 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. 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 14 Types of Membership**

**Section 1** – There shall be four (4) types of membership of the Club: namely, active, senior active, associate, and honorary. Dues, meeting fees, and attendance requirements for each class of membership shall be set by the board of directors of the Club.

**Section 2** – An active member shall be an adult individual who is duly proposed and elected to Club

membership based on a demonstration of good character, integrity, and a willingness to serve and support the ideals of Rotary in the local community and/or around the world.

**Section 3** – A senior active member shall be an adult individual of seventy years or older, who has been an active member of a Rotary Club for 20 years or more.

**Section 4** – An associate member shall be an adult individual, association, or entity having a favorable reputation and a desire and willingness to support the Club through participation or sponsorship of its events and/or activities.

a. Each associate member shall designate an individual, who shall be listed as the “primary member” on the attendance records kept by the Secretary of the Club.

b. Each primary member may name up to two members of their family, association or entity as “secondary members”. The primary member and the secondary members shall each have the right to attend all regular Club meetings and participate in all Club activity events upon payment of the meeting or activity fee set by the board of directors of the Club.

c. Associate members, and their primary member and secondary members shall have no voting rights, unless they serve as a director of the Club. Associate members may not serve as line officers.

**Section 5** – A honorary member shall be an adult individual who is duly proposed and elected as an honorary member by the Board of Directors, distinguished by meritorious service in the furtherance of Rotary ideals and demonstration of good character, integrity, and a willingness to serve and support the ideals of Rotary. Honorary membership is granted by the Board of Directors for a term of no more than one year, but may be renewed by the Board of Directors. An honorary member shall have no voting rights, and may not serve as an officer or director of the Club.

## **Article 15 Method of Electing Members**

**Section 1** – The prospective member’s name is submitted to the Membership Chair on the

Membership Proposal and Application Form (SECTION ONE). The Membership Chair will determine if the prospective member meets the basic qualifications for membership in the club and pass the proposed member’s name onto the Secretary.

**Section 2** –The Secretary will provide a copy of the application to each of the Board Members. The Board further evaluates the classification and membership requirements and approves or disapproves of the proposal via internet within one week. The Secretary will inform the Membership Chair of the Board’s decision. The Membership Chair will alert the proposed of the Board’s decision. The Membership Chair will review the privileges and responsibilities of Rotary Membership with the proposed member; “Fireside Chat”. If proposed member is in agreement to move forward, they will execute SECTION TWO of the Membership Proposal and Application Form.

**Section 3** – Upon receipt of the signed Membership Proposal and Application Form, the Membership Chair will notify the Secretary of the proposed member’s willingness to proceed. The Secretary will alert the Rotary Board. The President will announce the prospective Rotarian name and the Sponsor may elect to relay a brief introduction of the proposed member. The name will be proposed to the Club for 2 consecutive weeks via email. If no objections are received by the Board or the Membership Chair by seven (7) days following the second emailed or verbal announcement of the proposed members nomination, than the Proposed Member shall be without delay be considered elected to membership to the Club.

**Section 4** - The Member will be inducted officially within 2 weeks following official acceptance, and shall deliver to the Club Treasurer their yearly dues and any applicable meal dues. The Secretary shall complete the Membership Data Form and report the New Member to Rotary International.

**Section 5** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

## **Article 16 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 17 Order of Business**

Meeting called to order. (Invocation and Flag Salute)

Four Way Test

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

New Business, ~~and~~ Announcements, and any Board Actions

Happy Dollars

Program

50/50 Drawing

Adjournment.

### **Article 18 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 emailed to each member at least ten (10) days before such meeting. Those members who do not have email addresses shall be sent the proposed amendments by first class mail. 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.

### **ADDENDA**

1. Membership Proposal and Application (February 21<sup>st</sup>, 2017)
  - a. Updated 10/24/2017 to reflect Senior Active & Associate Membership
2. Constitution ( February 21<sup>st</sup>, 2017)