

BY-LAWS OF THE ROTARY CLUB

OF

SPRINGFIELD TOWNSHIP Young Professionals

Adopted September 3, 2019
amended:

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 a minimum of four (4) members of the club. There will be three (3) Officers; the Chair, Vice Chair, & Secretary. Additionally, a minimum of one (1) and up to three (3) Directors are elected in accordance with Article 4, Section 1 of these bylaws.

Section 2 - The sergeant-at-arms shall be a member of the club, as set forth in Article 4, Section 1 below, but not necessarily a member of the Board. 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 Chair shall ask for nominations by members of the club for Chair, Secretary, Vice Chair, and a minimum of one (1) and up to 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 Chair, Vice Chair,

Secretary, receiving a majority of the votes, shall be declared elected to their respective offices. The one (1) and up to three (3) candidates for Director receiving a majority of the votes shall be declared elected as Directors. The candidate for Vice Chair elected in such balloting shall take the title of Vice Chair on the first day of July following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the Vice Chair shall assume office as Chair.

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.

Article 5 Duties of Officers

Section 1 – *Chair*. It shall be the duty of the Chair to preside at meetings of the club and the Board and to perform other duties as ordinarily pertain to the office of Chair. The Chair will communicate monthly with the President of the Sponsor Club.

Section 2 – *Vice Chair*. It shall be the duty of the Vice Chair to serve and to perform such other duties as may be prescribed by the Vice Chair or the Board.

Section 3 – *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. The Secretary shall report as required to RI and or the Sponsor Club Secretary changes in membership as well as provide the monthly attendance report, which shall be made to the Sponsor Club Secretary within 5 days of the last meeting of the month. The Secretary shall perform other duties as usually pertain to the office of Secretary

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 Chair 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 monthly meetings of this club shall be held on the last Tuesday of every month.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

All members 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 Sponsor Club 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 as needed. Special meetings of the board shall be called by the Chair, 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 electronically at a special meeting if unable to be physically present.

Section 5 – A majority (50%) of the Directors and Officers 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 Sponsor Rotary Club Board of Directors and any changes shall be applied to the dues bill on July 1st.

Section 3 – Weekly fees (meals costs) do not apply.

Section 4 – Any member who does not pay dues within 45 days of their 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 Sponsor Club 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 Director(s), which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

(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 Chair and Vice Chair 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 Vice Chair 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 Committee Chair have previous experience as a member of the committee. Each Committee Chair shall prepare a written description of his/her duties to the Club 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

CLUB GOVERNANCE

- a. NOMINATIONS
- b. BYLAWS

ROTARY FOUNDATION / PAUL HARRIS

FUNDRAISING

MEMBERSHIP

PROGRAM / SOCIAL

PUBLIC RELATIONS

(a) The Chair 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 Chair 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 Committee Chair shall be responsible for meetings and activities, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Sponsor Club Leadership Plan. Sponsor 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 Chair 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 Chair 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 Vice Chair 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 Sponsor 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.

(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 Chair 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 Sponsor Club Treasurer shall deposit all club funds in a bank, named by the Sponsor 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 Sponsor Club Treasurer. 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 – No Officers shall have charge or control of club funds, nor shall they be required to give bond.

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 one (1) types of membership of the Club: Active-Satellite. Dues, meeting fees, and attendance requirements for this class of membership shall be set by the Board of Directors of the Sponsor 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.

(Note: Members of the Sponsor Club are encouraged to attend the Satellite Club Meetings as are members of the Satellite Club encouraged to attend regular meetings of the Sponsor 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 Satellite Club and pass the proposed member’s name onto the Sponsor Club Secretary.

Section 2 –The Sponsor Club Secretary will provide a copy of the application to each of the Sponsor Club Board Members. The Sponsor Club Board further evaluates the classification and membership requirements and approves or disapproves of the proposal via internet within one week. The Sponsor Club Secretary will inform the Membership Chair of the Sponsor Club Board’s decision. The Membership Chair will alert the proposed of the Sponsor Club Board’s decision. The Membership Chair of the Satellite Club or Sponsor Club 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 Sponsor Club Secretary of the proposed member’s willingness to proceed. The Sponsor Club Secretary will alert the Sponsor Club Board and Satellite Club Board. The Chair of the Satellite Club and President of the Sponsor Club will announce the prospective Rotarian name and the prospective Rotarians sponsor may elect to relay a brief introduction of the proposed member. The name will be proposed to the Sponsor Club and Satellite Club for 2 weeks via email. If no objections are received by the Sponsor Board or the Membership Chair by seven (7) days following the emailed or verbal announcement of the proposed members nomination, than the Proposed Member shall be without delay be considered elected to membership to the Satellite Club.

Section 4 - The Member will be inducted officially at the next regular monthly meeting of the Satellite Club. The new Members shall deliver to the Sponsor Club Treasurer their yearly dues. The Sponsor Club Secretary shall complete the Membership Data Form and report the New Member to Rotary International.

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, Announcements, and any Board Actions

Happy Dollars

Program

50/50 Drawing (if applicable)
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. Final approval of amendments must be made by the Sponsor Club Board within 30 days, and the Sponsor Club reserves the right to oppose amendments to the bylaws if they do not feel they are in harmony with the standard Rotary Club Constitution.

ADDENDA

1. Membership Proposal and Application (February 21st, 2017)
 - a. Updated 10/24/2017 to reflect Senior Active & Associate Membership
 - b. Updated 9/3/2019 to reflect Active Satellite Membership
2. Constitution (September 3, 2019)