

(Adopted 1/6/2006)

Bylaws of the Rotary Club of LYNDONVILLE, VERMONT

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 of directors, elected in accordance with Article 3, Sections 1 and 2, of these bylaws.

Section 2 - The board of directors shall consist of (at least) six members, together with the president, the president-elect and the immediate past president, all of whom shall serve ex officio. As many as three additional members may serve as ex officio members of the board as provided for in Article 3, Section 2

Section 3 - The directors shall be elected to serve for terms of three years and shall be equally divided into three classes, the terms of one class to expire on 30 June each year.

Article 3 Election of Directors and Officers

Section 1 - At a regular meeting two weeks prior to the annual meeting, nominations shall be called for by the presiding officer for candidates for the board of directors, any number of nominations may be made by the members from the floor. These nominations shall be voted upon at the annual meeting (by ballot if more than two nominees) and the two candidates securing the highest number of votes shall be declared elected for a three-year term.

Section 2 - The board of directors and the directors-elect shall meet within one week after the annual meeting and shall elect, from among the then current directors and the directors-elect the following officers:

- (1) a president who shall serve as president-elect for the year commencing on the first day of July next following his/her election as president, and shall assume office as president on the first day of July immediately following his/her year of service on the board as president-elect;
- (2) a vice-president for the ensuing Rotary year. Election to such office shall serve to extend the term (for one year) of a director whose term is expiring;
- (3) a secretary, a treasurer, and a sergeant-at-arms, any of or all whom may or may not be members of the current or incoming board. If not otherwise members of the board, the secretary, the treasurer, and the sergeant-at-arms, when so elected, shall become ex officio members of the board in the year for which they are elected to serve and shall have all responsibilities and privileges of membership thereon.

Section 3 - Directors-elect shall be invited to attend all regular and special board meetings following their election and to participate in all discussions thereat. They shall not be entitled to vote, however, except as specified in Section 2 above, until assuming their duties on the first day of July.

Section 4 - The terms for all officers shall coincide with the fiscal year of Rotary International and of this club, 1 July (or the first regular meeting thereafter) through 30 June.

Section 5 - A vacancy in the board of directors or in any office shall be filled by action of the remaining members of the board.

Section 6 - 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 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 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 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 4 - *Secretary*. It shall be the duty of the secretary to keep membership records; record the 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 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.

Section 6 - *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall be such as are usually prescribed 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 on the first Wednesday in December in each year, at which time the election of directors to serve for the ensuing year shall take place.

Section 2 - The regular weekly meetings of this club shall be held on Wednesday 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 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) 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 at the convenience of the president at least once each month. 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.

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

Article 6 Fees and Dues

Section 1 - The admission fee shall be \$25.00 to be paid before the applicant can qualify as a member.

Section 2 - The membership dues and a payment schedule shall be determined from time to time by the board of directors, with the understanding a portion of each payment shall be applied to each member's subscription to RI official magazine. New members' dues will be prorated based upon date of admission.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce* vote. The board may determine that the election of directors (when more than two members are nominated) or a specific resolution be considered by ballot rather than *viva voce* vote.

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

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

Section 1 -

(a) The president shall, subject to the approval of the board, appoint the following standing committees:

Club Service Committee

Vocational Service Committee

Community Service Committee

International Service Committee

Rotary Foundation Committee

(b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of Club Service, Vocational Service, Community Service and International Service as he/she may deem necessary.

(c) The Club Service Committee, Vocational Service Committee, Community Service Committee, International Service Committee, and Rotary Foundation 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.

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

(e) 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 take action until a report has been made to the board and approved by the board.

(f) Should the president deem it necessary, he/she may appoint one or more committees dealing with various aspects of youth activities, which, depending on the respective responsibilities, may be under any, or all, of the Vocational Service, Community Service, or International Service committees. Where feasible and practicable in the appointment of such 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 2 - Club Service Committee

(a) 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 except those designated in Section 2(d) below.

(b) The Club Service committee shall consist of the chairman of the Club Service committee and the chairmen of all committees appointed on particular phases of Club Service.

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

- Attendance committee
- Club Bulletin committee
- Magazine committee
- Membership committee
- Program committee
- Public relations committee

Appoint one member each year to the following committees:

- Classifications committee
- Rotary information committee

(d) The president shall appoint the president-elect or vice-president to oversee and coordinate the work of the classifications, membership, and Rotary information committees.

(e) 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.

(f) The classification and Rotary information committees shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one member for a term of one year; one member for a term of two (2) years; one member for a term of three (3) years.

(g) The magazine committee shall, wherever feasible, include the editor of the club publication and a local newspaper or advertising member of the club.

Section 3 - *Community Service Committee.*

(a) The chairman of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.

(b) The community service committee shall consist of the chairman of the community service committee and the chairman of all committees appointed on particular phases of community service.

Article 10 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 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 except those designated in Article 9, Section 2(d) above.

(a) Attendance Committee. This committee shall devise means for encouraging attendance at all Rotary meetings-including attendance at district conferences, intercity meetings, regional conferences, and international conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meeting of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(b) 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 principle; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

(c) Club Bulletin Committee. This committee shall endeavor, through the publishing of a weekly 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.

(d) Magazine Committee. This committee shall stimulate reader interest in THE ROTARIAN; sponsor a magazine week; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; secure international service and other special subscriptions for libraries, hospitals; schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the club members and non-Rotarians.

(e) 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. It shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.

(f) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club.

(g) 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.

(h) Rotary Information 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 the 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 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 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 - Rotary Foundation Committee. This committee shall develop and implement plans to inform the membership about the work of the Rotary Foundation and to support it through both financial contributions and program participation.

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.

(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 provision of Article 8, Section 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.)

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 the 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 shall deposit all funds in a bank, named by the board. 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 upon approval by one other officer.

Section 4 - A thorough review of all financial transactions by a qualified person shall be made once a year.

Section 5 - Officers having charge or control of club 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 6 - The fiscal year of this club shall extend from 1 July to 30 June for the collection of members' dues. 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 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.

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.

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 5 - 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 6 - 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

Meeting called to order.
Introduction of visitors.
Correspondence, announcements and Rotary Information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

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 mailed (or e-mailed or otherwise provided) 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.

