

BY LAWS OF ROTARY CLUB OF MEREDITH, NEW HAMPSHIRE

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Article I Definitions

1. Board: The Board of Directors of this Club.
2. Club: Rotary Club of Meredith, New Hampshire
3. Constitution: The Standard Rotary Club Constitution
4. Director: A member of this Club's Board of Directors.
5. Member: A member, other than an honorary member, of this Club.
6. Quorum: One-third of the membership shall constitute a Quorum for the annual and regular meetings of the Club. A majority of the Directors shall constitute a Quorum for the Board.
7. RI: Rotary International.
8. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of ten members of this club, namely, the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, assistant secretary, treasurer, the immediate past president and three directors from the membership at large. All Board members shall have equal voting rights.

Article 3 Election of Directors and Officers

Section 1 - At a regular meeting two months prior to the annual meeting the members shall submit nominations for Club President, President – elect, Vice President, Secretary, Assistant Secretary, Treasurer and three members of the Board of Directors. In the event there are nominations for more than required number of candidates for any position, the Club shall vote for the candidates nominated for that position at the annual meeting. The candidates for president, president-elect, vice-president, secretary, assistant secretary, and treasurer who are unopposed or who receive a majority of the votes shall be declared elected to their respective offices. The three candidates for director receiving a majority of the votes shall be declared elected as directors. 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 - The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Within one week after their election the board of directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

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 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 pertains 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. The President-elect shall take all actions required to prepare to serve as President and shall serve as a Director.

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 pertains to the office of vice-president.

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, 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 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 – *Assistant Secretary*. It shall be the duty of the assistant secretary to record the attendance at meetings and assist in all the duties as usually pertains to the office of secretary as established under Section 4 above.

Section 6 – *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 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.

Article 5 Meetings

Section 1 – *Annual Meeting.* An annual meeting of this club shall be held no later than the thirty-first day of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – *Regular Club Meetings.* Meetings of this club shall be held on Wednesday at 6 (six) PM. No Less than 24 (twenty-four) meetings per year. No Less than 2 (two) meetings per month

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club in accordance with Article 6, Section 1 (b) and (c) of the Constitution. 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 or at any other Rotary club, or as otherwise provided in the Constitution, Article 9, sections 1 and 2.

Section 3 – *Regular Board Meetings.* – Regular meetings of the Board shall be held on the third Wednesday of each month. 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.

Article 6 Fees and Dues

The membership dues shall be \$125.00 per annum, payable annually 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.

Article 7 Method of Voting

The business of this club shall be conducted by voice vote or the show of hands except the election of officers and directors, which may be by ballot. The board may provide a ballot for a vote on a specific resolution.

Article 8 Committees

Section 1 –The President – elect is responsible for the appointment of committees and chairs, subject to the approval of the Board

Section 2 - Club committees are charged with carrying out the annual and long-range goals of the club. The Club shall have the following committees:

Core Committees consisting of Program Committee, Membership/Orientation /Attendance/Greeting Committee, Youth Exchange Committee, Major Projects Committee, Fishing Derby Committee, Bulletin Committee, and Interact Committee.

Seasonal Committees consisting of Environmental Committee, Your Leadership/four Way Test Committee, Scholarship Committee, Ski Team, Memorial Golf Tournament, Senior Christmas Dinner and Loon Center

Club Service Committees consisting of Public Relations/Website Committee, Rotary Foundation Committee, History/Brochure Committee, Nominating Committee, Scholarship Investment Committee, Paul Harris/Community Service Awards Committee, Social Club Committee and By-law Revision Committee

Section 3 – The duties and meeting requirements of each of the committees shall be circulated to the members at least annually. Additional committees may be appointed at the discretion of the Board.

Section 4 – The President shall be ex-officio member of all committees and, as such, shall have all privileges of membership.

Section 5 – Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The President or the Board shall refer additional business to a specific committee as needed

Section 6 – 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 9 Leave of Absence

Excused absences are authorized by the Constitution. Members desiring an excused absence shall submit a written request to the Membership/Attendance Committee, setting forth good and sufficient cause. The Membership/Attendance Committee shall then submit their recommendation to the Board who may grant a leave of absence in accordance with the Constitution 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 provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 10 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. All expenditures of the Club greater than \$1,000 which are not included as part of the current year's budget shall be brought to the general membership for approval. Approvals for such expenditures shall be consistent with Article VII – Method of Voting.

Section 2 – The Treasurer shall deposit all club funds in a bank, named by the board. The club funds may be used for club operations and service projects.

Section 3 – All bills shall be paid by the Treasurer or other authorized Officer only when approved by one other Officer or Director.

Section 4 – A thorough review of all financial transactions by a qualified person other than the Treasurer shall be made once each year.

Section 5 - A financial statement, including but not limited to, an income and expense statement and balance sheet shall be provided and presented at each Board meeting

Section 6 – The fiscal year of this Club shall extend from 1 July 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 11 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted in writing to the Membership Committee or as the Board may determine. 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 instructed by the Board pursuant to the Constitution.

Section 2 – The Membership Committee shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The Membership Committee shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer of its decision.

Section 4 – If the decision of the Membership Committee 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 - Upon acceptance of the prospective new member, the Membership Committee shall submit the prospective new member nomination to the Board of Directors. When the Board approves the nomination it will be submitted at the next regular Club Meeting.

Section 6 – If no written objection to the proposal, stating reasons, is received by the Membership Committee 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 prorated dues (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 Membership Committee, it shall vote on this matter at its next meeting by closed ballot. 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 7 – Following the election, the Membership Committee shall arrange for the new member's induction at the next regular Club meeting, 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 12 Corporate Members

Section 1 – Corporate members may be proposed for club membership to broaden the membership base and increase the number of people who are involved with the important activities of Rotary despite more limited time commitments. Any company or Professional partnership can be considered for corporate membership.

Section 2 - A Corporate membership consists of one lead member and up to two additional members, or corporate representatives. It is anticipated that the lead member may be less involved and adopt a role more like club honorary members, but will still be responsible for the overall involvement and conduct of the company representatives.

Section 3 - While it is anticipated that only one member is likely to attend any particular regular club meeting, all three members are invited to all club meetings, events and projects. It is expected that the two non-lead members will sign up for committee assignments and participate in all club events and projects, when possible.

Section 4 - The Corporate Membership will have one vote on any club matters and the lead member will decide who will cast the vote if more than one corporate representative is present.

Section 5 – Attendance will be kept for corporate members and will be recorded as one (1) attendance per meeting, regardless of how many members attend. Corporate members shall be required to meet the same attendance and involvement requirements, in aggregate, as regular members. In other words, the representatives of the company shall be considered as a group when determining whether the corporate member is meeting its obligations as a member in good standing.

Meeting minutes and other club information will be provided to all company representatives and they are expected to remain up to date on club and committee activities.

Method of Electing Corporate Members

Section 1 – The name of a company, corporation, partnership, or other commercial organization – shall be submitted in writing to the Membership Committee. The proposal shall include the name of the member of the company who will serve as the lead member.

Section 2 – The Membership Committee shall meet with the proposed lead member and conduct appropriate due diligence into the suitability of the proposed company and the lead member and also obtain the names of up to two (2) other members of the company that will be interviewed for their potential membership as part of the corporate membership. These discussions will also include informing the potential members of the privileges and responsibilities of club members. The Membership Committee will also determine that the company meets the classification requirements of the club.

Section 3 – The Membership Committee will have 30 days to approve or disapprove the proposal for corporate membership, the lead member, and the additional members. If approved, the Membership Committee will nominate the company and proposed members to the Board of Directors. If the Board approves the nomination it will be submitted to the next regular Club Meeting.

Section 4 – If no written objection to the proposed company or members is received from any member of the club within seven (7) days following the publication of information about the company or its proposed members, then that company, upon payment of the prorated dues, shall be considered elected to membership as a corporate member. If any objection is filed with the Membership Committee, the Committee shall vote on this matter at its next meeting by closed

ballot. If approved, despite the filed objection, then the proposed Corporate Member shall, upon payment of prorated dues, be considered elected to membership.

Section 5 – Following the election, The Membership Committee will arrange for the new members' induction and will assign a club member to assist in assimilating the new members.

Section 6 – The Corporate lead member can remove any company representative at their discretion and propose a new member. The proposed new member will be subject to the same interview and evaluation process by the Membership Committee and Board, and the club members will have the same opportunity to provide written objection to the nomination as any other new member.

Section 7 – Should a company representative leave the company for which they were elected as part of a corporate membership, they can request consideration as a regular member of Rotary and be considered by the Membership Committee and Board through the regular process and, subject to paying prorated dues, be elected as a regular member.

Fees and Dues

Section 1 - The membership dues shall be \$125.00 per annum, payable annually 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 – The membership dues for corporate members shall be \$250.00 per annum, payable annually on the first day of July, with the understanding that a portion of each annual payment shall be applied to one subscription to the RI official magazine.

Article 13 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 14 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 15 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 by the Secretary 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.