

Bylaws of the Martinsburg Sunrise Rotary Club

Meets: Tuesday morning at 7:30am, Holiday Inn, Martinsburg, WV
District 7360/Club Number 29320

Chartered March 24th, 1993

Amended:

12/13/2020

Martinsburg Sunrise

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

The governing body of this club shall be the board consisting of seven (7) members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), vice-president, secretary, treasurer, and the sergeant-at-arms. The Foundation Chair may also be added in addition to (3) three additional directors who will be elected in accordance with article 3, section 1 of these bylaws.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month 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 (2-year term), treasurer (2-year term), and three (3) directors (3-year term). The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. 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. The candidates for president, vice-president, secretary, and treasurer 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 – The officers and directors shall constitute the board. Within one month after their election, the directors-elect should meet and elect some member of the club to act as sergeant-at-arms. The current sergeant-at-arms may be held over until a new one is appointed.

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

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

Section 5 – The terms of office for each director and officers are:

President —	<u>One year</u>
Vice President —	<u>One year</u>
Treasurer —	<u>Two years</u>

Secretary —	<u>Two years</u>
Sergeant-at-arms —	<u>Appointed for one year</u>
Director (3)—	<u>Staggered terms of 3 years</u>
Foundation Director	<u>Appointed for three years</u>
President-elect	<u>One year</u>
Immediate past president	<u>One year</u>

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 – *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 should 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 should 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 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 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 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 should be held on the first meeting in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. This meeting shall take place no later than December 31st.

Section 2 – The regular weekly meetings of this club shall be held on Tuesday at 7:30 a.m. Due notice of any changes in or canceling of the regular meeting should 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 should 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 9, sections 1 and 2.

Section 3 – One-third of the membership should constitute a quorum at the annual and regular meetings of this club.

Section 4 – Regular meetings of the board shall be held monthly on a date to be determined by the President. Special meetings of the board may be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Section 6-In cases of extenuating circumstances weekly club meetings and board of directors' meetings may be held electronically or by telephone. The president, with the consultation of the board, will send notice to the members and board of directions.

Article 6 Fees and Dues

Section 1 –The membership quarterly dues will be determined annually by the board based on the costs associated with membership in Rotary International and our Rotary District combined with general meeting costs. Quarterly dues should be payable on the first day of July, October, January and April, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine, RI per capita dues, district per capita dues, club fees, and any other Rotary or district per capita assessment. Once paid by the member or another party there is no refund of a member's payment.

Article 7 Method of Voting

The business of this club should 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.

Voting on club matters may also take place electronically or via telephone given that that identification of the member or board member is known.

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

Article 8 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. Standing committees should be appointed as follows:

- Membership & Engagement- develop a recruitment campaign of new members, conducts an onboarding process for new members, pairs members with a mentor, makes sure new

members have all necessary tools to be successful. Follow up with any members that have not participated within the prior month.

- Marketing & Public Image-develop and implement a public imaging campaign that includes print media, social media, branding of projects conducted, as well as any logoed material. Send out press releases and promote all club events both locally and to the Rotarian Magazine.
- Rotary Foundation-work to meet the yearly goal of the club to donate to the foundation. Includes planning how to reach the goals set by the president.
- Finance, Fundraising, & Administration-work to fund the budget for the year. Work to ensure funding is met for projects. Writes grants, seek donations, run campaigns, work with other committees and officers. Ensures that the strategic plan is in place and implemented.
- Service above Self- Bring awareness to Rotary's service areas. Find projects in need within the local and international community for the club to pursue. Recommends projects for the club with associated time, costs, and impact. The chair can serve as the liaison to any Interact or Rotaract clubs.

Additional ad hoc committees may be appointed as needed by the president.

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

(b) Each committee should 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 should not act until a report has been made and approved by the board.

(c) Each chair should be responsible for regular meetings and activities of the committee, should supervise and coordinate the work of the committee, and should report to the board on all committee activities.

Article 9 Duties of Committees

The duties of all committees should be established and reviewed by the president for his or her year. In declaring the duties of each, the president should reference appropriate RI materials when developing plans for the year.

The committee will meet as appointed by the president and chair of the committee. The committee should send a monthly report to the president on their actions during the meeting. The report should be sent within one week of the committee meeting to be included with the monthly board report.

Each committee should 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 should 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 10 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 twelve (12) months.

Members on leave of absence will pay at the associate member rate as set by the board of directors.

(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 11 Finances

Section 1 – Prior to the beginning of each fiscal year, the board should prepare a budget of estimated income and expenditures for the year, which should stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget should 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 club funds in a bank, named by the board. The club funds should be divided into two separate parts: club operations and service projects.

Section 3 – All bills should be paid by the treasurer or other authorized officer.

Section 4 – A thorough review of all financial transactions by a qualified person should be made as determined by the board.

Section 5 – Officers having charge or control of club funds should 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 four (4) quarterly periods extending from 1 July to 30 September; 1 October to 31 December; 1 January to 31 March and from 1 April to 30 June. The payment of per capita dues and RI official magazine subscriptions should be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 12 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, should 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 should be kept confidential except as otherwise provided in this procedure.

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

Section 3 – The board should approve or disapprove the proposal within 30 days of its submission and should notify the proposer, through the club secretary, of its decision.

Section 4 – If the decision of the board is favorable, the prospective member should be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member should 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 should 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 should 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 13 Removal of Officers, Directors, or Members

Any officer, director, or member may be removed with cause by a vote of 75% the current officers and directors of the board.

Article 14 Resolutions

The club should 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.

Article 15 Recommended 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 Indemnification

Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permissible under the law, as the same exists or may exist in the future (but, in the case of any future change, only to the extent that such change permits the Corporation to provide broader indemnification rights than the law permitted prior to such change), each person who was or is made a party or is threatened to be made a party or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether formal or informal, whether of a civil, criminal, administrative or investigative nature, by reason of the fact that they is or was a director or officer of the Corporation, whether the basis of such proceeding is an alleged action or inaction in an official capacity or in any other capacity, from and against all costs, charges, liabilities and losses suffered and expenses reasonably incurred by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of their heirs, executors and

administrators. The Corporation shall be required to indemnify a director or officer in connection with a proceeding initiated by such person only if such proceeding was authorized by the Board of Directors of the Corporation.

Article 17 Amendments

These bylaws may be amended at any regular meeting by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member 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.