

BYLAWS OF THE ROTARY CLUB OF THE NORTH FORK VALLEY

(As amended March 7, 2013 and all previous)

Article 1 Name and Definitions

Section 1 - The name of this organization shall be the Rotary Club of the North Fork Valley, hereinafter called the Club.

Section 2 - 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 (aka Rotary year).
6. Written: May include paper copy with signature, e-mail, memorandum of phone conversation, or other usual and verifiable means of communication.

Article 2 Board

Section 1 - The governing body of this Club shall be the board consisting of at least nine members namely, at least four directors elected in accordance with article 3, section 1 of these bylaws, the president, president-elect, secretary, treasurer, and the immediate past president.

Section 2 - A vacancy on the board shall be filled by action of the remaining directors.

Article 3 Election of Directors and Officers

Section 1 - At the last regular meeting in November, the president shall present a slate of nominees for officers and directors and ask for additional nominations by members from the floor. The officers to be elected are the president, secretary, treasurer, and at least four directors. The president shall designate the number of directors to be elected. The nominations shall be announced in alphabetical order under each office and shall be voted for at the annual meeting in December. The officer candidates receiving the majority of votes shall be elected to their respective offices. If an officer candidate does not receive a majority vote, there shall be a runoff vote for the two top candidates. The designated number of candidates for director receiving a majority of votes shall be declared elected. The president elected in such balloting shall serve as president-elect for the year commencing on July 1 following the election, and shall assume office as president on the following July 1.

Section 2 - The officers and directors, so elected, together with the immediate past president, shall constitute the board that will serve commencing July 1. The board members-elect shall meet and fill any other positions as they see fit.

Section 3 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining 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 preside at meetings of the Club and board in the absence of the president, and to perform other duties as may be delegated by the president or the board.

Section 3 - *Secretary.* It shall be the duty of the secretary to keep membership records; record attendance at meetings; record and preserve the minutes of board meetings and preserve committee meeting reports; report as required to RI, including the semi-annual reports of membership on January 1 and July 1 of each year, and remit RI assessments; report to RI and the district governor changes in membership and provide the monthly attendance report; and perform other duties as usually pertain the the office of secretary.

Section 4 - *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 as required by the board, and to perform other duties as pertains to the office of treasurer.

Section 5 - Upon retirement from office, each officer shall turn over to his/her successor all records and property belonging to the Club.

Article 5 Meetings

Section 1 - The annual meeting shall be held during the final Club meeting in December, at which time the election of officers and directors to serve for the ensuing Rotary year shall take place. (See Article 3 above.)

Section 2 - The regular weekly meetings of this Club shall be held on Thursday at noon. Due notice of any changes in, or canceling of, the regular meeting shall be given to all members of the Club. At the weekly meetings, all members (excepting honorary or excused members) in good standing in this Club, must be counted as present or absent.

Section 3 - The president may designate one or more of the weekly meetings as Club assemblies, when Club business is presented to the members for their consideration.

Section 4 - One-third of the membership shall constitute a quorum at the annual meetings and Club assemblies.

Section 5 - Regular meetings of the board shall be held monthly at such time and place as determined by the president. Special meetings of the board may be called by the president or upon the request of two directors, at least seven days notice having been given.

Section 6 - A majority of the directors currently serving shall constitute a quorum of the board.

Section 7 - Any action by the directors that would usually be taken at a meeting of the board may be taken by written consent of a majority of the directors, or, in exceptional cases, e-mail

or telephone, when time is of the essence.

Article 6 Dues

The membership dues shall be determined periodically, payable in advance. Dues shall include mandated RI and district assessments.

Article 7 Method of Voting

The business of this Club shall be transacted by voice vote, except the election of officers and directors, which may be by ballot rather than by voice vote.

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. The Club will be active in each of the four Avenues of Service, as well as in youth service.

Article 9 Committees

Section 1 - Committees are charged with carrying out the annual and long-range goals of the Club based on the four Avenues of Service. The president-elect, president, and immediate past president shall work together to ensure continuity of leadership and succession planning. When feasible, committee members will be appointed to the same committee for three years to ensure continuity. 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. The board, through its officers and committees, shall ensure the following are carried out:

- ✦ Membership - develop and oversee a comprehensive plan for the recruitment and retention of members.
- ✦ Public Relations - develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
- ✦ Fund Raising - a joint function of the Rotary Club of the North Fork Valley and the Rotary Club of the North Fork Valley Foundation is to develop and implement plans to support said Foundation through financial contributions.
- ✦ Club Service and Administration - conduct activities associated with the effective operation of the Club.
- ✦ Community Service - develop and implement educational or humanitarian projects that address local needs.
- ✦ Vocational Service - develop and implement vocationally oriented projects that address local needs.
- ✦ International Service - develop and implement educational or humanitarian projects

that address communities in other countries.

- ⤴ The Rotary Foundation - develop and implement plans to support The Rotary Foundation of RI through both financial contributions and program participation.
- ⤴ Additional committees may be appointed as needed.

Section 2 - The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

Section 3 - Each committee shall transact its business as is delegated to it 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, committees shall not take action regarding Club policies or finances until approved by the board.

Section 4 - Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, shall report to the board on all committee activities, and shall provide the secretary with records of the action of the committee.

Article 10 Duties of Committees

The duties of all committees shall be established and reviewed by the president for his/her year. In declaring the duties of each, the president shall refer to appropriate RI materials as needed.

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, their goals and plans, for presentation to the board in advance of the commencement of the year.

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. The board shall determine to what extent dues and other charges are excused during a leave of absence.

Article 12 Finances

Section 1 - Prior to the beginning of each year, the board shall prepare a budget of estimated operational income and expenditures for the year, which will stand as the limit of expenditures for these purposes, unless otherwise ordered by the board. The Club's charitable/service operations shall be financed by the Rotary Club of the North Fork Valley Foundation.

Section 2 - The treasurer shall deposit all Club funds in a bank named by the board.

Section 3 - All bills shall be paid by the treasurer or other authorized officer.

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 - The fiscal year of this Club shall be from 1 July to 30 June. For purposes of reporting to RI, the collection of members' assessments shall be divided into two semi-annual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita RI assessments shall be made on 1 July and 1 January of each year on the basis of Club membership.

Article 13 Membership

Section 1 - The name of a prospective member shall be announced to the Club and submitted by a sponsor (an active member) to the board in writing, through the Club secretary. Former Rotarians may be proposed to active membership by their former Club.

Section 2 - Prior to election to membership the prospective member shall attend at least three Club meetings and have been interviewed about the privileges and responsibilities of Rotary membership, usually by the sponsor and the president-elect.

Section 3 - The board shall ensure that the proposal meets all the classification and membership requirements.

Section 4 - The board shall act on the proposal within 10 days of its submission and shall notify the sponsor of its decision. Such action may be the polling of the board, and need not require a meeting.

Section 5 - If the decision of the board is favorable, the prospective member will be inducted into the Club at the earliest convenient date.

Section 6 - The membership chair shall arrange for the new member's induction, membership certificate, and Rotary literature. In addition, the secretary will report the new member information to RI, and the membership chair will assign a member to assist with the new member's assimilation into the Club.

Section 7 - The Club may elect honorary members proposed by the board.

Section 8 - The process of resolution of issues concerning change of status of any member shall be determined by the board.

Article 14 Resolutions

Resolutions or motions to commit the Club on any matter shall be submitted first to the board, then brought to the Club if warranted. Discussion of a pending resolution by the Club may be sought to inform the board, but no action shall be taken until the board has considered the matter.

Article 15 The Rotary Club of the North Fork Valley Foundation

The Rotary Club of the North Fork Valley, a 501(c)(3) tax exempt organization, shall act as the charitable arm of the Club. It may receive tax deductible contributions and distribute funds according to its bylaws and operating procedures.

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 given to each member at least ten days before such meeting.

Felix Belmont, Secretary

Caroline Szvetecz, President