

*NOTE: These bylaws are recommended only and may be changed by any Rotary club to meet its own conditions, provided such changes are not out of harmony with the club constitution or with the constitution and bylaws of Rotary International. If any doubt exists, the proposed changes should be submitted to the general secretary of RI for the consideration of the board of directors of RI.*



## **Bylaws of the Rotary Club of Hudson, Ohio**

### **ARTICLE I: ELECTION OF DIRECTORS AND OFFICERS**

**Section 1** – At a regular meeting one month prior to the meeting for election of officer, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, and 3 members of the board of directors. 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 have 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 3 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 II: BOARD OF DIRECTORS**

The governing body of this club shall be the board of directors consisting of 14 members of this club, namely 9 directors elected in accordance with article I, section 1, of these bylaws, the president, vice-president, president-elect, secretary, treasurer, and the immediate past president.

\*The office of vice-president and president-elect are served by the same individual.

### **ARTICLE III: DUTIES OF OFFICERS**

**Section 1 – President.** It shall be the duty of the president to preside at meetings of the club and board and to perform such 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 member of the board of directors of the club 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 board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice-president.

**Section 4 – Secretary.** It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and

committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semi-annual reports of membership, which shall be made to the general secretary of RI on January 1<sup>st</sup> and July 1<sup>st</sup> of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active, senior active and past service member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor immediately following the last meeting of the month, collect and remit to RI subscriptions to *THE ROTARIAN*, and perform such 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 same to the club annually and at any other time upon demand by the board and to perform such 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 by the president or the board.

#### **ARTICLE IV: MEETINGS**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held on the first Wednesday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

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**Note:** *article IV, section 2 of the standard Rotary club constitution provides that “an annual meeting for the election of officers of this club shall be held not later than the thirty-first day of December in each year as provided in the by-laws of this club.*

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**Section 2 –** The regular weekly meetings of this club shall be held on Wednesday at 7:15 a.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 by the board of directors of this club, pursuant to article VII, section 3 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 any other Rotary club.

**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 on second 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) 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 V: FEES AND DUES (effective July 1, 2006)**

**Section 1 –** The admission fee shall be \$125 to be paid before the applicant can qualify as a member.

**Section 2 –** The membership Fees and Dues shall be \$500 per annum, or \$125 payable quarterly on the first day of July, October, January, and April. Fees and Dues will include Club membership (\$160), annual subscription to *THE ROTARIAN*, and morning breakfast.

**Section 3 –** Member receiving APPROVED annual Leave of Absence Status from the Board of Directors are not required to pay the cost of morning breakfast, but must pay the Hudson Rotary annual membership dues of \$160 payable the first day of July.

**Section 4 –** A prospective member candidate attending as guest of a sponsoring member is not required to pay the meal charge for their first three visits, after which the standard meal charge will apply (effective until candidate is inducted and the membership fee, pro-rated, applies.)

**Section 5** – Other guests, or their hosts, will be expected to pay the standard meal charge. Speakers are exempt.

**Section 6** – Honorary members, although except from annual membership fees, are expected to pay the standard meal charge.

## ARTICLE VI: METHOD OF VOTING

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot.

## ARTICLE VII: 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
- (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 deemed necessary.
- (c) The club service committee, vocational service committee, community service committee, and international service 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) The president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their 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.
- (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
  - Fellowship Committee
  - Magazine Committee
  - Membership Committee
  - Membership Development Committee
  - Program Committee
  - Public Relations Committee

Appoint one member each year to the following committees:

- Classification Committee
- Rotary information Committee

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

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

- Human development committee
- Community Development Committee
- Environmental Protection Committee

### **ARTICLE VIII: 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.

(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 meetings 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 principles 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 member and of the worldwide Rotary program.
- (d) *Fellowship Activities Committee.* This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board.
- (e) *Magazine Committee.* This committee shall stimulate reader interest in *THE ROTARIAN*; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers, 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 way make the magazine of service to the club members and non-Rotarians.
- (f) *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.

- (g) *Membership Development Committee.* This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.
- (h) *Program Committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the club.
- (i) *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.
- (j) *Rotary Information Committee.* This committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed of the history, object, and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the club.

**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.

- a) *Human Development Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.
- b) *Community Development Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in working to make the community a better place to live by improving the physical condition of the community and its facilities.
- c) *Environmental Protection Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in monitoring and improving the quality of the community's environment.

**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.

**ARTICLE IX: 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.

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*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 art. VII, sec. 3 of the standard Rotary club constitution is not computed in the attendance record of the club.)*

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**ARTICLE X: FINANCES**

**Section 1 –** The treasurer shall deposit all funds of the club in some bank to be named by the board.

**Section 2 –** All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

**Section 3 –** Officers having charge or control of 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 4 –** The fiscal year of this club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capital dues and magazine subscriptions to RI shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> of each year on the basis of the membership of the club on those dates.

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*(Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretariat.)*

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**Section 5 –** At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated

expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

#### **ARTICLE XI: METHOD OF ELECTING MEMBERS (For All Kinds of Membership)**

**Section 1** – The name of a prospective member, proposed by an active, senior active, or past service member of the club, shall be submitted to the board in writing, through the club secretary. The proposal for the time being 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 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 (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification (if active membership) 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 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 such election, the president shall arrange for the new member's induction and further orientation, and the club secretary shall issue a membership card to the member and shall report such action to RI.

#### **ARTICLE XII: RESOLUTIONS**

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

#### **ARTICLE XIII: ORDER OF BUSINESS**

- Meeting called to order.
- Introduction of visiting Rotarians.
- Correspondence and announcements.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features
- Adjournment.

#### **ARTICLE XIV: AMENDMENTS**

These bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.