

# BY LAWS OF THE QUEEN CITY ROTARY CLUB

## Article I – Election of Directors and Officers

**Section 1** – At a regular meeting one month prior to the annual meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, president-elect, secretary, and the appropriate number of members of the board of directors. This number shall be either one or two, depending upon how many three-year terms are expiring for the incumbent members. The presiding president will request a meeting of the nominating committee whose members shall consist of no fewer than five (5) previously elected Queen City Rotary Presidents and shall be chaired by the President-Elect. All nominations will be presented to the nominating committee or by members from the floor, either or by both as a 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. Members may make nominations from the floor at the annual meeting in addition to those names submitted by the Nominating Committee. The candidates for president, president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a plurality of the votes shall be declared elected as directors. The president-elect nominee receiving the majority of the votes 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, shall constitute the board of directors. Within a reasonable period 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 7 members of this club, namely, 3 directors elected in accordance with Article I, Section 1, of these bylaws, the president, president-elect, secretary, and treasurer.

## **Article III – Duties of Officers**

**Section 1 – *President.*** It shall be the duty of the president to preside at meetings of the club 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 preside at meetings of the club and board in the absence of the president and to perform such other duties as may be prescribed by the president or the board.

**Section 3 – *Secretary.*** It shall be the duty of the secretary to ensure that records are kept of membership and 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 Rotary International (RI), including the semiannual 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, and including prorated reports to the general secretary on October 1<sup>st</sup> and April 1<sup>st</sup> of each active, senior active and past service member who has been elected to membership in the club since the start of July or January semiannual reporting period, the report of changes in membership.

**Section 4 – *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 5 – *Sergeant-at-arms.*** The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president of the board.

## **Article IV – Meetings**

**Section 1 – *Annual Meeting.*** An annual meeting of this club shall be held prior to December 31<sup>st</sup> each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2** – The regular weekly meetings of this club shall be held on Thursday at 7:30 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 at 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 monthly. 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**

**Section 1** – The admission fee shall be Forty Dollars (\$40.00) to be paid before the applicant can qualify as a member.

**Section 2** – The membership dues shall be payable semiannually on the first day of July and of January, with the understanding that six dollars (US\$6.00) of each semiannual payment shall be applied to each member's subscription to The Rotarian magazine (\$12.00 per annum).

**Section 3** – The Board shall recommend prior to July 1 of each year the amount of fees and dues for the subsequent year and will be voted upon by the full membership.

## **Article VI – Method of Voting**

The business of this club shall be transacted by via voice 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 an 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 by 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 services:

Attendance Committee

Club Bulletin Committee

Fellowship Committee

Membership Committee

Program Committee

Public Relations Committee

Appoint one member each year to the Rotary Information Committee.

- (d) The president shall appoint the president-elect or a board member(s) to oversee various club service 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.

**Section 3 – Community Service Committee**

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.

- (a) 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.

- (b) The president shall, subject to the approval of the board, appoint additional committees as appropriate.

## **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 of attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.
- (b) *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.
- (c) *Fellowship Activities Committees.* This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and to such work in pursuance of the general object of the club as may be assigned by the president or the board.
- (d) *Membership Committee.* This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board.
- (e) *Program Committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the club.

- (f) *Public Relations 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 RI.

**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 committee 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. (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.)

## **Article X – Finances**

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

**Section 2** – All bills shall be paid only by checks signed by the treasurer or president. 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 the members' dues shall be divided into two (2) semiannual periods extending from July 1<sup>st</sup> to December 31<sup>st</sup>, and from January 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita 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.

**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 with 3 weeks 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.

## **Article XII – Conflict of Interest**

**Section 1** – Each director, prior to taking his/her position on the Board, and all present directors shall submit in writing to the president a list of all businesses or other organizations of which he/she is an officer, director, trustee, member, owner (either as sole proprietor or partner), shareholder, employee or agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the director would have conflicting interests. The president shall become familiar with the statements of all directors in order to guide his/her conduct should a conflict arise.

**Section 2** – At such time as any matter comes before the board in such a way to give rise to a conflict of interest, the affected director shall make known the potential conflict, whether disclosed by his/her written statement or not, and after answering any questions that might be asked him/her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected director nor any other director with a pecuniary benefit transaction with the corporation shall vote on it.

**Section 3** – The board will comply with all New Hampshire law where conflicts of interest are involved, including but not limited to the requirements of two-thirds vote where the direct or indirect financial transaction involves a person or entity of which a director, officer or a member of the immediate family of a director or officer is a proprietor, partner, employee or officer) between \$500 and \$5000 in a fiscal year, and to the requirement of two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

### **Article XIII – Provision for Dissolution**

The provisions for disposition of the corporate assets of the charity in the event of dissolution of the corporation are: Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

If the organization chooses to name a specific organization to receive the assets of the organization in the event of dissolution, the receiving organization must be a like or similar one operating with the same purpose. If the specified organization is tax-exempt under IRS Code Section 501(c)(4), it must be registered with the State of New Hampshire Department of Justice.

### **Article XIV – Resolutions**

No resolution or motion to commit this club on any matter shall be considered by the club 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 XV – 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 XVI – 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 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 or Rotary International.