

**BY-LAWS OF THE ROTARY CLUB OF
PARKERSBURG, WEST VIRGINIA**

Current as of 2-28-07

General Note: Use of masculine gender herein is had for the sake of convenience only.
Where used,
masculine gender shall also denote feminine gender and *vice-versa*.

Article I

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 II

Board of Directors

Section 1 - The governing body of this club shall be the board of directors. The board of directors shall consist of nine regular members elected in accordance with Article I hereof, the president, if not a member of the board at the commencement of his term of office, and such ex officio members as may be determined by these by-laws. Each of the regular members shall serve for overlapping terms of three years. Three regular members shall be elected to the board of directors each year. No person who shall have served for a full term of three years shall be eligible for re-election until three years have elapsed from the expiration of his term of office. If the term of office of the incoming president has expired, then he shall continue to serve as a member of the board for and during his term of office. If the term of the office of the retiring president of this club has expired, then he shall serve for a term of one year as an ex officio member of the board with full responsibilities and privileges of membership thereon.

Article III

Election of Directors and Officers

Section 1 - At a regular meeting at least two weeks prior to the annual meeting each year, the nomination of candidates for election to the board of directors shall take place. There shall be nominated twice the number of candidates as there are vacancies to be filled on the board of directors. At the meeting for nominations, the secretary shall present to the club a non-alphabetized ballot containing the names of all members eligible

for election to the board and containing also a list of the names of members who are not eligible for election to the board and the reasons therefor. The club shall then vote for the nomination of candidates from the names presented on the ballot, each club member being permitted to vote for the total number of candidates to be nominated. The persons receiving the highest number of votes shall be declared winners of the nomination. A nominated candidate may decline the nomination by submitting a statement in writing to the secretary within three days after the winning candidates are announced to the club. It will be understood that any nominated candidate who does not decline said nomination will be willing to assume full responsibilities of service as a director or elected officer of the club, unless, at a later time, it is determined that severe personal hardship may result from such service. In the event a nominated candidate or candidates decline the nomination, the person or persons receiving the next highest number of votes shall be declared nominated. The names of the nominated candidates shall then be placed upon a ballot and voted for at the annual meeting. The number of nominated candidates to fill the existing vacancies on the board of directors who receive the highest number of votes shall be declared elected.

Section 2 - The board of directors-elect shall meet within two weeks after the annual meeting and shall elect a president from the membership of the board of directors or the board of directors-elect. If the president is not a member of the board of directors-elect, he shall become and remain a member of that board for and during his term of office. At the same meeting, the board of directors-elect shall elect from its membership a president-elect, a vice president, a secretary, a treasurer and a sergeant-at-arms, any and all of whom may or may not be members of the board. If not members of the board, however, the secretary and the treasurer, when so elected, shall become ex officio members of the board with full responsibilities and privileges of membership thereon.

For the purpose of electing the officers of the board, the three oldest members of the board-elect in time of continuous service to the board of directors of the club, as determined by the secretary, shall serve as a nominating committee and shall submit nominations for the offices of president, president-elect, vice president, secretary, treasurer and sergeant-at-arms. The board shall have the right to submit additional nominations and shall elect said officers at said meeting. Nominations for office shall be governed otherwise by the Rules of Eligibility of Rotary International.

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 sitting board of directors

Article IV

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 his office.

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 his office.

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 Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the General Secretary of Rotary International, 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 Rotary International subscriptions to **THE ROTARIAN**, and perform such other duties as usually pertain to his office.

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 his office. Upon his retirement from office he shall turn over to his successor or to the president all funds, books of accounts or any other club property in his possession.

Section 6 - Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for his office and such other duties as may be prescribed by the president or the board.

Article V

Meetings

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

Section 2 - The regular weekly meetings of this club shall be held on Monday at 12:00 Noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

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

Section 4 - At the first meeting of the board of directors on or after July 1 of each year, the board shall designate a regular monthly meeting day for the board of directors and shall transmit to the membership of the club notice of this regular monthly meeting day. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two members of the board, due notice having been given.

Section 5 – A quorum of the board shall be required in order for any meeting thereof to constitute an official meeting at which the board may take action. A quorum shall exist by simple majority of board members, not including the President. In the event that a quorum is not present at board meeting, the members present may discuss matters brought before them, but may take no official action. The President shall have the right in such event to cancel and/or reschedule the board meeting.

Article VI

Fees and Dues

Section 1 - The admission fee shall be \$25.00 to be paid before the applicant can qualify as a member.

Section 2 - The membership dues shall be determined by the Board, subject to change only upon prior oral notification to the general membership at a regular meeting thereof not less than fourteen days in advance of any such proposed change. Dues shall be payable quarterly on the first day of July, October, January and April. An amount determined by the Board of each member's annual dues shall be applied to his subscription of **THE ROTARIAN** magazine.

Section 3 - The membership dues for Senior Active Excused shall be determined by the Board to cover expenses, subject to change only upon prior oral notification to the general membership at a regular meeting thereof not less than fourteen days in advance of any such proposed change. However, in the event that a Senior Active Excused member shall attend enough meetings such that his total bill for a given period would exceed that of an Active member, he shall only be billed as if he were an Active member. In no event, however, shall a Senior Active Excused member be billed a quarterly amount greater than that of an Active member. (rev. June 26, 2006)

Article VII

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. In the event of a tie vote, the President shall cast the deciding vote.

Article VIII

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. This club will be active in each of the four Avenues of Service.

Article IX

Committees

Club 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 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 This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- Club Public Relations This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- Club Administration This committee should conduct activities associated with the effective operation of the club.
- Service Projects This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
- The Rotary Foundation This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall 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 shall not take action until a report has been made and approved by the board.

(c) 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 X

Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year. 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, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above

Article XI

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. If leave is requested for medical reasons and the member so requests, the board may suspend dues requirements for that member during the leave of absence.

Article XII

Finances

Section 1 - The secretary 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 written vouchers submitted therefor. A thorough audit by a certified public accountant or other qualified person may be made once each year of all the club's financial transactions, if the board deems such action necessary. Otherwise, the treasurer shall submit a report of the club's financial transactions at least annually.

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 they club, cost of bond to be borne by the club.

Section 4 - The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into quarterly periods extending from July 1 to September 30, October 1 to December 31, January 1 to March 31 and April 1 to

June 30. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 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 XII

Method of Electing Members

Section 1 - Active Members (including additional active members).

(1) From time to time the board shall review the list of filled and unfilled classifications as prepared by the classifications committee and decide which, if any, of the unfilled classifications should be considered as open for proposals and shall advise the membership as to which classifications have been opened for proposal.

(2) The name of a prospective active member to fill an open classification, having been proposed by the membership committee or by an active member in good standing, shall be submitted first to the board, through the secretary, on a standard form known as the proposal card.

(3) The board shall then refer it to the classifications committee which committee shall consider the eligibility of such proposed member from the standpoint of classification and declare the proposed classification proper or improper and shall return the proposal card, together with this information, to the board, who shall then refer it to the membership committee.

(4) After making due investigation of the character, business, social standing and general eligibility of the person proposed for membership, the membership committee shall then proceed to vote and if not to exceed one negative vote is cast by the members of this committee, the name of the proposed member shall be considered eligible and so recommended to the board. The membership committee shall then report to the board the action it has taken thereon.

(5) The board shall then review the action of the classifications committee and the membership committee and sustain or reject their decisions or refer it back to the classifications committee and the membership committee for further consideration and action.

If the classifications and membership committees have reported adversely upon the name of the newly proposed member and the board has sustained the action, the proposer shall be so notified by the secretary.

(6) If the classifications and membership committees have reported favorably upon the name of the proposed member and the board has sustained the action, the secretary shall notify the proposer.

(7) The proposer, accompanied by a member or members of the Rotary information committee of the club, shall full inform the proposed member of the privileges, and responsibilities of membership in a Rotary club, and shall secure the oral or written permission of the proposed member to publish his name to the membership of the club.

(8) After permission to do so has been secured from the proposed new member the secretary shall notify each member of the club by means of a written or printed communication, giving the name of the proposed candidate, the firm represented and the classification under which he is proposed for membership.

(9) A seven day period shall then be allowed during which any member objecting to the election of the proposed member shall notify the board in writing, stating reasons for his objection.

(10) If no objection is received in such period, the proposed member shall be considered qualified for membership.

If any objections have been filed, the board shall consider the same at any regular or special meeting of the board and proceed to ballot on the proposed member. If not to exceed two negative votes are cast by the members of the board in attendance at 'this regular or special meeting of the board, the proposed member shall be considered qualified for membership.

(11) The secretary shall then notify the proposer and the proposed member of his qualification for membership and invite the proposed member to apply for membership in the club.

(12) When the proposed member has filled in, signed and returned to the secretary the regular form of application, indicating his understanding and acceptance of the responsibilities of membership, together with his remittance for the admission fee as provided for in Article V, he shall be considered duly elected to membership.

(13) After having received the completed application and the remittance for the admission fee, the secretary shall issue to the newly elected member a Rotary badge and pin. A member so admitted shall be informally known as a "new" member, and his or her badge shall contain an indication that he or she is a "new" member. Once that member has actively participated in at least one Rotary service project, made a financial contribution to the Rotary Foundation or served the Club in another manner deemed suitable by the board, that member may remove the indicator of "new" member status from his or her badge.

(14) The secretary shall then fill in a new member report form for the newly elected member and forward the completed form to the general secretary of Rotary International.

In the event the proposed member is rejected, the proposer shall be so notified by the secretary.

Section 2 - Senior Active Excused. If the sum of a member's age and total years of membership in any Rotary club equal at least 85, then that member may apply in writing to the board for designation as a "Senior Active Excused" member. The board shall act upon the application as soon as practicable following its submission and shall notify the applicant of the board's action. Any member whose request for Senior Active Excused classification is granted shall be considered an Active member for the purposes of Rotary International, and any such member may revoke his classification as Senior Active Excused by submitting a written revocation to the secretary, following which he shall be classified as an Active member.

Section 3 - Honorary Members. The name of a proposed candidate for this kind of membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If not to exceed two negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected

Section 4 - Re-election of Former Additional Active Member.

(1) The application of a former additional active member of this club who was elected as such member under Article III, Section 2 (a) of the by-laws of Rotary International and whose membership was terminated as provided in Article VIII, Section 2 (b) (1) of the constitution of this club shall be considered promptly by the board and in advance of any other application or proposal under the same classification or another classification.

(2) When the membership of an additional active member elected under the provisions of Article V, Section 5 (b) of the constitution of this club has ceased as a result of the classification becoming vacant, then when the classification is again filled, he may (without prejudice to the right of the holder of the classification to propose an additional active member under Article V, Section 5 (a) of the constitution) then be re-elected.

(3) At its discretion the board may refer any application to the classifications and membership committees and the board may provide for a ~~ten~~ seven-day period during which any member objecting to the election of any proposed member shall notify the board in writing, stating reasons for his objection. At any regular or special meeting, the

board shall proceed to ballot do any application taking into account, where applicable, reports from the classifications and membership committees and any objections filed. If not to exceed two negative votes are cast by members of the board in attendance at the regular or special meeting, the former additional active member or members shall be considered duly elected to membership and shall be so notified by the secretary. In the event any application is rejected the applicant shall he so notified by the secretary.

Article XIII

Resolutions and Subscriptions

Section 1 - 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 XIV

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 feature.
Adjournment.

Article XV

Amendments

These by-laws 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 provision, amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of Rotary International. In the event any provision hereof does conflict with the constitution and by-laws of Rotary International, the provisions of the constitution and by-laws, as the case may be, of Rotary International shall control, but the remaining provisions hereof shall continue in full force and effect.