

## **BY-LAWS OF THE ROTARY CLUB OF NEW CASTLE, PA**

### **Article 1- CLUB NAME AND ARTICLES OF ASSOCIATION**

The name of the organization is Rotary Club of New Castle, Pennsylvania. It has adopted and certified its Articles of Association on February 5, 2001 in compliance with governmental guidelines.

### **Article 2- DEFINITIONS**

1. Board: The club's board of directors
2. Director: A member of the club's board of directors
3. Member: A member of the club, other than an honorary member
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions
5. RI: Rotary International
6. Year: The 12-month period that begins on July 1

### **Article 3- BOARD**

The governing body of this club shall be the board of directors, consisting of thirteen members of this club, namely, the president, president-elect, vice-president, immediate past president, secretary, treasurer and sergeant-at-arms, and the six directors as set forth in Article 5.

### **Article 4 – 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, treasurer and six directors. The nominations may be presented by a nominating committee or by members from the floor, by either or 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 reaching a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elect in such balloting shall be the president-nominee and serve on the board of directors for the year commencing the first day of July next following the election and shall assume office as president on July 1 immediately following that year. The vice-president shall take the title of president-elect on July 1 in the year prior to taking office as president.

**Section 2-** The officers and directors, so elected, together with the immediate past president, shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

**Section 3-** A vacancy in the board or any office shall be filled by action of the remaining directors.

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

**Section 5-** The terms of office for each role are:

President- one year

President elect- one year

Vice-president- one year

Treasurer-one year

Secretary- one year

Directors- three years, two alternating each year

#### **ARTICLE 5- DUTIES OF OFFICERS**

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

**Section 3- *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 4- *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 semi-annual reports of the membership on January 1 and July 1 of each year, which shall include per capital dues for all members and prorated dues for active members who have been elected to membership in the club since the start of July or January

**Section 5- *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 pertains 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 for such office and other duties as may be prescribed by the president or the board.

#### **SECTION 6- MEETINGS**

**Section 1- *Annual Meeting.*** An annual meeting of this club shall be held no later than the last regular meeting of the month of December in 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 held at a time and place as voted on at the annual meeting.

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-** Regular meetings of the board shall be held once each month as set by the president. Special meeting of the board shall 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.

#### **ARTICLE 7 – FEES AND DUES**

Annual club dues shall be as established by the members at the annual meeting, payable annually on receipt of billing, with the understanding that a portion of each annual payment shall be applied to each member’s subscription to the RI official magazine.

#### **ARTICLE 8 – METHOD OF VOTING**

The business of this club shall be transacted by voice vote or by show of hands except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot than by voice vote. The board has the authorization to conduct an electronic vote if a quorum is not available at a meeting or if urgency requires it.

#### **ARTICLE 9- COMMITTEES**

**Section 1 -** Club committees are charged with carrying out the annual and long-range goals of the club. The president-elect, president, vice-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 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.

**Public Image:** 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, including programming of speakers and grants and giving.

**Service Projects:** This committee should develop and implement educational, humanitarian and vocation projects that address the needs of its community and communities in other countries.

Rotary Foundation: This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Youth: This committee should serve as the liaison to club sponsored interact clubs, coordinate RYLA and ROVA nominations, youth exchanges, scholarships, and other activities associated with youth.

Audit Committee: This committee shall meet annually to inspect and audit the financial transactions of the Club. No individual acting as a signatory of any Club account(s) may be a voting member of this committee.

Nominating Committee: This committee shall meet each November and nominate club members to the board as prescribed in Article 1 of these by-laws. It shall be comprised of: The immediate past president, who will chair; the president-elect, the vice-president and to be appointed by the board: One director and two members of the club. This committee will render its findings by a majority vote and submit their report in writing to the board for its December meeting and report said nominations to the Club. Voting shall take place at the annual meeting.

**Section 2-** The president is an ex-officio member of all committees.

**Section 3-** Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

**Section 4-** The president may, subject to the approval of the board, and not to the exclusion of other committees, appoint other ad hoc committees.

## **ARTICLE 10 – FINANCES**

**Section 1 –** Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall 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 shall be divided into two separate parts; club operations and service project.

**Section 3-** All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

**Section 4 –** A thorough review of all financial transactions by the Audit Committee shall be made once each year.

**Section 5-** Officers having charge or control of club funds shall 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-** Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

**Section 7-** The fiscal year of this club shall be extended from July 1 to June 30.

**Section 8-** The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

## **ARTICLE 11 - METHOD OF ELECTING MEMBERS**

**Section 1** - The names of a prospective member, proposed by an active member of the club, shall 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 shall be kept confidential except as otherwise provided in this procedure.

**Section 2**- Corporate members. The Rotary Club of New Castle offers a corporate membership program for businesses, professional practices, government entities, educational institutions, non-profit agencies and other corporate bodies. Corporate members will be acknowledged on the club website.

1. Qualifications- The corporation designates a primary member and an alternate member for the club. These designated members are subject to the approval of the club's board. The primary member will be inducted into the club and will be listed as a full member on the club's membership in Rotary International.
2. Attendance – Attendance and participation requirements may be met by either the primary or the alternate member of the corporation. Both members may attend a single meeting if desired and participate in any club activity. Both members are entitled to attend any regular meeting of any other Rotary club as a guest.
3. Dues- Corporate dues are paid by the corporation. The amount shall be determined at the annual meeting and paid annually by the corporation.
4. Meal Assessment – A single prepaid meal assessment will also be paid by the corporation and is the same as the annual meal assessment for any club member. Weekly meals; One corporate member may attend any meeting for the regular member rate. If the alternate member also attends a single meeting, the lunch charge is due for the additional member.
5. Rotary International registration. The primary corporate member for whom dues are paid will be registered as an active member in the Rotary's database. This individual will be listed as an official member of the club and noted in the roster as primary corporate member of the named business. The alternate member for whom Rotary International dues are not paid will not be listed on the club roster in Rotary's database.
6. Votes and quorum. For the purpose of general meetings and club matters, the primary corporate member is eligible to vote. Since the corporation has one primary member for whom dues are paid, and who is listed on the Rotary database, the corporation will have only one vote. This vote may be made by the alternate member attending the meeting at which the vote is taken.
7. Holding office – Any dues paying member listed in Rotary's database, which includes the primary corporate member, is eligible to hold office. The alternate corporate member is not eligible to hold office.
8. Committees- The primary corporate member may be elected/assigned to standing committees. The alternate member may not serve on standing committees. Both primary and alternate members may volunteer for and serve on ad hoc or temporary committees.

**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 invited to join the club.

**Section 5 -** The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

#### **ARTICLE 15 – RESOLUTIONS**

The club shall 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 without discussion.

#### **ARTICLE 17 – ASSETS DISTRIBUTED IN THE EVENT OF DISSOLUTION OF THE CLUB**

In the event of dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all the assets of the Club in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Law, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Lawrence County, Pennsylvania, exclusively for such purpose as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 18 – 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 twenty-one (21) days before such meeting. No amendment or additional to the bylaws can be made which is not consistent with the Standard Rotary Club Constitution, The RI Constitution and Bylaws, and the Rotary Code of Policies.

These bylaws supersede and replace any previous bylaws and were adopted by a two-thirds (2/3) vote on all members present by Rotary Club of New Castle, Pennsylvania at a regular meeting held on \_\_\_\_ day of \_\_\_\_\_, 2019.

12/16/2019\_\_  
Date

\_\_\_\_\_(signed) HA\_\_\_\_\_  
Heather Armstrong, President