

**Bylaws of the Rotary Club of  
PITTSFORD, New York  
District 7120 Club 4807**

**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.
6. Foundation The Foundation of The Rotary Club of Pittsford, the separate legal entity established as a charitable (tax deductible) organization under IRS code section 501(3c).

**Article 2 Board**

The governing body of this club shall be the board consisting of twelve (12) members of this club, namely, six (6) directors elected in accordance with article 3, section 1, of these bylaws, and the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

**Article 3 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 (6) 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 six (6) candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and serve as a director 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 that year. The president-nominee shall take the title of president-elect upon the election of a successor.

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

**Section 3** – Directors will have assigned areas of responsibility as designated by the president as required by the club and as far as possible to align with the Four Avenues of Service and supports structures available through RI.

The Subcommittee's will be grouped or structured in the 5 following areas:

- Membership
- Service Projects
- The Rotary Foundation
- Public Relations
- Club Administration

**Section 4** – A vacancy in the board or any office shall be filled by action of the remaining directors and announced at club meetings and newsletter.

**Section 5** – 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 serve as a director 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 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 the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform 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, with the exception of those in the Club's Foundation, accounting for it to the club annually and at any other time upon request by the board, and to perform other duties as pertain to the office of

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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.

## **Article 5 Meetings**

**Section 1 – *Annual Meeting.*** An annual meeting of this club shall be held during a time and place designated by the president, generally during the normal club meeting time and location in late December of 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 Wednesday Morning. 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 each month, at a time designated by the president. Special meetings of the board shall be called by the president or presiding officer, whenever deemed necessary, or upon the request of two (2) directors, once due notice having been given.

**Section 5 –** A majority of the directors shall constitute a quorum of the board.

## **Article 6 Fees and Dues**

**Section 1 –** The Induction fee shall be set by the Board of Directors.

**Section 2 –** The membership dues shall be set annually at a rate proposed by the treasurer and approved by a majority of the Board of Directors, payable annually on the first day of July. These dues shall be set equal to or above the cost of the per capital fees and dues assessed by RI bi annually. New members will be assessed dues for the balance of the Rotary year on a pro rata basis. Refunds of dues will be for exceptional situations only after approval by the Board.

## **Article 7 Method of Voting**

The business of this club shall be transacted by voice vote (*viva voce*).

## **Article 8 Four Avenues of Service**

The four Avenues of Service are the philosophical and practical framework for the work of Rotary. This club will align its roles to fit within this framework. They are Club Service, Vocational Service, Community Service, and International Service. This club will strive to be active in each of the four Avenues of Service.

## **Article 9 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 two to 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. Standing and ad hoc committees may be appointed as needed by the President and reported to the Board of Directors.

- (a) The president or thier designee 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.
- (d) 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

## **Article 10 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.

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 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.

## **Article 12 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the president shall prepare a budget of estimated income and expenditures for the year for approval by a majority of the Board of Directors, 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: the collection of dues and meeting costs and payment of club expenses. The second will be in respect of charitable / service to be reviewed and approved by the Club Board and commutated to the Foundation Board for their consideration.

**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 Foundation Projects. All funds brought into the club or disbursed under the name of, "The Foundation of The Rotary Club of Pittsford" or some facsimile, shall be under the exclusive control of the Foundation Board and subject to its Charter and By-laws.

**Section 3** – All bills shall be paid by the treasurer or other authorized officer only when approved by an officer and additional board member. Specific check writing (signature) requirements will be reviewed and approved by the board annually including bonding requirements covered in Section 5.

**Section 4** – A thorough review of all financial transactions by a qualified accountant shall be made once each year and the results presented to the board.

**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** – The fiscal year of this club shall extend from 1<sup>st</sup> of July to 30<sup>th</sup> of June; the payment of per capita dues and RI official magazine subscriptions shall be made on 1<sup>st</sup> of July and 1<sup>st</sup> of January of each year on the basis of the membership of the club on those dates.

## **Article 13 Method of Electing Members**

**Section 1** – The name 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. Any action, deliberations or discussions of the board regarding membership shall be kept confidential.

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**Section 2** – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary 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, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification 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 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.

**Section 6** – Following the election, the president shall arrange for the new member's induction and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

**Section 7** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

## **Article 14 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 15 Order of Business**

The person presiding, over the meeting will have broad latitude in establishing the agenda or schedule for the meeting. It is suggested each meeting should begin with a call to order and the ringing of the bell followed by the Pledge of Allegiance (if meeting is held in the United States), Invocation and Recitation of the 4-way test. During the meeting a review of the calendar and committee reports are to be made as needed. The meeting will end with a formal adjournment and the ringing of the bell.

## **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 announced at two prior meetings and mailed (e-mail acceptable alternative) to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

## **Ratification**

These Bylaws were distributed electronically and hardcopy from to the membership in March, 2007 and passed by a majority vote held at the club assembly meeting with a quorum present held on April 4, 2007.

As witnessed by:

/s/ *Jerry Gambino*  
Club Secretary

/s/ *Lynn Freshman*  
Club President