**Bylaws of**

**The Rotary Club of Rye, New York, Inc.**

**Article I – Definitions**

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| 1. | Board: | The board of directors of this club is made up of the President, President–Elect, Vice President, Treasurer, Secretary, Immediate Past President, and the Directors of Administration, Membership, Service Projects, Public Relations, and the current president of the Rye Rotary Foundation, Inc. |
| 2. | Club: | This organization chartered by Rotary International on September 25, 1962 and incorporated on June 18, 1982 as a Not-For Profit corporation under the laws of the State of New York and sometimes referred to by the short title of Rye Rotary or Rye Rotary Club. |
| 3. | Director: | Chairs of Standing Committees, namely, Administration, Membership, Service Projects, Public Relations, and the current president of Rye Rotary Foundation, Inc. |
| 4. | Immediate Past President: | The most immediate past president then a member. |
| 5. | Member: | An active member other than an honorary member of this club. |
| 6. | MOP: | Manual of Procedures of Rotary International |
| 7. | Presiding Office: | President or member serving in his or her place and stead at a meeting. |
| 8: | RI: | Rotary International. |
| 9: | Rotary Year | The twelve-month period that begins 1 July. |
| 10: | Foundation | Rye Rotary Foundation, Inc. – a 501 (c) 3 corporation |

**Article II – Board**

The governing body of this club shall be the board consisting of eleven members of this club, namely the president, president-elect, vice president, treasurer, secretary, the immediate past president and four directors, all elected in accordance with Article III of these bylaws. In addition, the current President of the Rye Rotary Foundation, Inc. (Foundation) is a member of the board.

**Article III – Election of Officers and Directors**

**Section 1** – At a regular meeting the presiding officer, with the advice and consent of the board, shall appoint a committee to present a slate of nominees for the election of the president-elect, vice president, secretary, treasurer and five directors.

**Section 2** – The slate so presented may be elected by a voice vote. Nominations may also be presented by members from the floor and in that event the names for any contests shall be placed in alphabetical order under the office for which there is a contest. The candidates receiving a majority of the votes shall be declared elected to their respective office.

**Section 3** – The candidate elected as president-elect in such balloting shall assume office as president on the first day of July immediately following that year or in the event of a vacancy in the office of president, whether by resignation, death or permanent disability as determined by the board. The terms of office of each officer and director shall likewise commence on the first day of July and continue for one year or until his or her successor is duly elected and takes office.

**Section 4** – A vacancy in any office position (except for the presidency, as provided *supra* or president-elect as hereinafter provided) or director shall be filled by action of the board. A vacancy in the office of president-elect whether by resignation, death or permanent disability as determined by the board or accession to the presidency may be filled by vote of the members at a meeting duly called for that purpose by the board.

**Article IV – 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. The president shall be an ex officio member of all committees.

**Section 2** – *President-Elect.* It shall be the duty of the president-elect to perform such duties as may be prescribed by the president or the board and as specified in Articles IX, Section 3 and Article X hereinafter. The president-elect shall be an ex officio member of all committees.

**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. The vice president shall be the liaison for The Rotary Foundation (TRF) of Rotary International (RI) and an ex officio member of all committees.

**Section 4** – *Secretary.* It shall be the duty of the secretary to keep membership records and prepare reports 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 and January semiannual reporting period. The secretary shall also perform other duties that ordinarily 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 it annually and at any other time upon demand of 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.

**Article V – Duties of the Directors and their Standing Committees**

**Section 1** – *Administration.* It shall be the duty of the Director of Administration and this committee to arrange for the club’s regular meetings as prescribed by the board, to send out communications/invitations about these meetings, to maintain the club website and social media sites, and to perform such duties as may be prescribed by the president or the board.

**Section 2** – *Membership.* It shall be the duty of the Director of Membership and this committee to educate club members on how to attract new members and keep them involved, to develop an action plan to improve member satisfaction, to process and coordinate the election of all prospective memberships.

**Section 3** – *Service Projects.* It shall be the duty of the Director of Service Projects and this committee to identify signature projects that will increase the club’s recognition in the community, to plan the projects, carry them out, and evaluate them. The Director of Service Projects will coordinate all requests for the club’s grants for service projects and present them for consideration to the board. The Service Projects committee will work with the Public Relations Committee to promote projects and support the efforts to raise money for service projects.

**Section 4** – *Public Relations.* It shall be the duty of the Director of Public Relations and this committee to create awareness of club activities and projects among club members, media, and the community and to make sure that the club’s image is in line with Rotary’s public image. Working with the Service Projects committee, Public Relations will support the efforts to raise money for our service projects and events/fundraisers.

**Section 5** – *Rotary Foundation President.* The current president of the Rye Rotary Foundation (Foundation) is a member of board of the Rye Rotary Club and duly elected in accordance with the terms of the separate Bylaws of the Rye Rotary Foundation, Inc., a 503 (c) corporation. It is the duty of this individual to promote Foundation grants and activities and work with the club’s Service Projects and Public Relations committees to help fund Foundation projects.

The Foundation operates as a distinct and separate corporate entity and as a subdivision of the Rye Rotary Club. Even though all members of Rye Rotary Club are members of the Foundation, the Foundation has separate Bylaws and a separate Board of Trustees. The Board of the Rye Rotary Club has no authority over the Foundation nor is the Foundation a committee of the club.

**Article VI – Meetings**

**Section 1** – *Annual Meeting.* An annual meeting of this club shall be held not later than December of each calendar year, at which time the election of officers and directors to serve for the ensuing Rotary year shall take place.

**Section 2** – The club shall strive to meet weekly as prescribed by the board. Notice of any changes in or canceling of the meeting shall be given to all members of the club. All members excepting an honorary member in good standing in this club, on the day of the regular meeting, must be counted as present.

**Section 3** – One third of the active members shall constitute a quorum at the annual and regular meetings of this club. A majority of officers and directors shall constitute a quorum of the board. Active members shall be present in person (no proxies) and all voting shall be in person (no proxies) except the board may submit a matter to the membership by electronic (email) ballot.

**Section 4** – The board shall strive to meet monthly. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) officers and/or directors, due notice given.

**Article VII – Fees and Dues**

The annual dues will be set by the board by 15 June for the following year with the understanding that a portion of each payment shall be applied to each member’s subscription to the RI official magazine. Dues for newly admitted members may be prorated by calendar quarter at the discretion of the treasurer.

**Article VIII – Method of Voting**

The business of this club shall be transacted by either voice vote or voting by electronic means (email) except the election of officers and directors which shall be by ballot if requires as Article III. The board may determine that a specific resolution be considered by a roll call vote rather than by a voice vote. There shall be no voting by proxy except that the board may submit a matter to the membership by email ballot.

**Article IX – Committees**

**Section 1** – There shall be an executive committee consisting of the president, president-elect, and immediate past president which shall have all the powers of the board when exigencies of the situation make the board unable to meet. The executive committee should work to ensure continuity of leadership and succession planning.

**Section 2** – When feasible, committee members should be appointed to the same committee for three years to ensure consistency. Standing committees are as previously defined in Article V and additional *ad hoc* committees, necessary for specific purposes such as events/fundraisers, will be established as needed.

**Section 3** – 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 which he or she takes office.

**Section 4** – The president, president-elect, and vice president shall be ex officio members of all committees and, as such, shall have all the privileges of membership thereon. Each committee shall transact 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. Each director/chair shall be responsible for 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 the year in which he or she takes office. 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 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 – Finances**

**Section 1** – Prior to the beginning of each fiscal year, the board shall approve 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 parts: one in respect of club operations and one in respect of charitable/services operations.

**Section 2** – The treasurer shall deposit all club funds in a bank or other financial institution named by the board. The club funds may be divided into separate parts: club operations and service projects. All bills shall be paid by the treasurer or authorized officers only when approved by two other officers or directors.

**Section 3** – Regular financial reports including the status of the budget shall be made at the board meetings. A thorough review of all financial transactions by a qualified person shall be made once each year and presented to the board or at the annual meeting.

**Section 4** – Officers having charge or control of club funds may be required by the board to 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 5** – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of member’s dues. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

**Article XII – 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 Director of Membership. 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** – 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 Director of Membership, 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 responsibility 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 members.

**Section 5** – If no written (email) objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within (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 elected to membership.

If any such objection has been filed with the board, it shall vote on the matter at its next meeting. If approved despite 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, membership card, and new member 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. Each new member’s sponsor shall be his or her mentor responsible for the new member’s assimilation into the club, attendance and performance of assigned duties.

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

**Article XIII – Meetings and Resolutions**

Meeting shall be governed by Robert’s Rules of Order as amended, then in effect, which may be suspended by unanimous consent of those present at the meeting. The club shall not consider any resolution or motion to establish policy or commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be reduced to writing and referred to the board without discussion.

**Article XIV – Modus Operandi**

The locality of the club is the City of Rye and environs and it is an organization for profit but operated exclusively for the promotion of social welfare, as set forth in Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by any entity exempt from federal income tax under that Code.

**Article XV 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 be given by mail or electronic means (email) to each member at least (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, bylaws and policies of RI as shown in the MOP.