

**Bylaws
of the
Cambridge Rotary Club
Cambridge, Maryland**

Article 1 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 2 Board

The governing body of this club shall be the Board, consisting of eleven members of this club, namely, four directors elected in accordance with article 3, section 1, of these Bylaws, and the president, president-elect (or president-nominee, if no successor has been elected), vice-president, secretary, treasurer, the immediate past president, and a Student Fund representative designated by name.

Article 3 Election of Directors and Officers

Section 1 - Officers and Directors shall be elected in December, and take office on July first of the following year.

The Board of Directors shall appoint a Nominating Committee at least three weeks prior to the designated reporting date (see below). The members of the Nominating Committee shall not include any of the current Club officers. The Nominating Committee shall not nominate any of its members for any office. The Nominating Committee shall present the name of one or more members to be considered for president-elect, vice-president, secretary, treasurer, and four directors.

At a regular Club meeting, one month prior to the Annual Meeting in December for election of officers, the presiding officer shall ask for a report by the Nominating Committee. After the Nominating Committee report, the presiding officer shall then ask for nominations from the floor by members of the club. Nominations from the floor may include members of the Nominating Committee.

If there is more than one nominee for an office, 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 in December. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The four candidates for director receiving the most votes shall be declared elected as directors.

The candidates for vice-president, secretary, treasurer, and director, elected in such balloting, shall serve for the year commencing on the first day of July, next following the election.

The elected candidate for president shall be the president-nominee, and serve as a director

for the year commencing on the first day of July 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.

Section 2 - The officers and directors, so elected, together with the immediate past president shall constitute the Board of Directors, beginning on July first.

Section 3 - A vacancy in the current Board of Directors or any office shall be filled by action of the remaining members of the current Board of Directors.

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 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, to preside at meetings of the Club and the 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 - *Vice-President*. It shall be the duty of the Vice-President to perform 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, reports of 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, accounting for them to the Club annually, and at any other time upon demand by the Board, and to perform 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.

Article 5 Meetings

Section 1 - *Annual Meeting*. An Annual Meeting of this Club, for the election of officers, shall be held on the third or fourth Thursday of December in each year, as determined by the Board, at which time the election of officers and directors to serve for the ensuing year (July to June) shall take place.

Section 2 - The *regular weekly meetings* of this club shall be held each Thursday at 12:15 p.m. If there are any changes in the regular meeting, or if the meeting is canceled, due notice shall be given to all members of the Club. If the member is in good standing in this Club, the member shall be counted as present, if he or she was present for at least sixty percent (60%) of the time of the meeting. If the member was present at the regular weekly meeting of any other Rotary Club, he or she shall be counted as present at this Club. A member may be excused pursuant to article 8,

sections 1, 2, 3, and 4 of the standard Rotary Club Constitution. Otherwise, the member must be counted absent. An honorary member need not be included in the count of members present or absent.

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, on a date determined by the Board. Special meetings 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 6 Fees and Dues

Section 1 - The admission fee, if applicable, shall be paid before the applicant can qualify as a member.

Section 2 - The membership dues shall be determined by the Board, based on the dues required by Rotary International, payable quarterly on the first day of July, October, January, and April, with the understanding that a portion of each quarterly payment shall be applied to each member's subscription to the RI official magazine.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce* vote (by vocal assent), except the election of officers and directors, which shall be by ballot if there are more nominees than vacancies. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Article 8 Four Avenues of Service

Section 1 - 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.

Section 2 - Cambridge Rotary Club is organized by the Avenues of Service. Each is headed by one of the elected Directors. When feasible, the Director should serve the same Avenue of Service for three years to ensure consistency and continuity. All committees are assigned to one of the Avenues of Service. The Avenue of Club Service is divided into two groups for easier management.

Article 9 Committees

The club committees and responsibilities are listed in **Appendix 1, Committees** of these Bylaws. 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.

Prior to the start of the year in office, the President-Elect is responsible, in coordination with the responsible Director, for appointing committee chairs to fill vacancies, and conducting planning meetings.

The committee chair, in coordination with the President-Elect and Director, is responsible for appointing committee members. It is recommended that the committee chair have previous experience as a member of the committee. When possible, a vice-chair should be designated, to assist the chair, and to develop the skills for future leadership of the committee.

- (a) The president shall be a member of all committees, *ex-officio*, and as such, shall have all the privileges of membership therein.
- (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 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 written action plans, established by the beginning of each year in July, 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-elect 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. *(Note: Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent, except for an absence requested on the basis of Constitution article 8, section 3: the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more, or Constitution article 8, section 4: the member is a current officer of RI.)*

Article 12 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 projects.

Section 3 - All bills shall be paid by the treasurer or other authorized officer, based on a voucher or invoice submitted in a manner prescribed by the Board of Directors. Payment of an invoice of \$500.00 or more must be approved by the President or his/her designated representative, or by action of the Board of Directors.

Section 4 - A thorough review of all financial transactions shall be made once each year by a qualified person, who is not a member of the Club.

Section 5 - Officers having charge or control of club funds shall give bond, if required by the Board, for the safe custody of the funds of the club, cost of the bond to be borne by the club.

Section 6 - The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarter-annual periods extending from 1 July to 30 September, 1 October to 31 December, 1 January to 31 March, and 1 April to 30 June. The payment of RI 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.

Section 7 - Policies and procedures for financial planning and accounting shall be described in **Appendix 2, Finances** of these Bylaws.

Article 13 Method of Electing Members

Section 1 - An active member of the club may propose the name of a prospective member, which 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 - 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. The name and classification of the proposed member shall be read to the club during two regular weekly meetings, and posted in the newsletter.

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 (if not honorary membership), upon payment of the admission fee, if applicable, 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 (if not honorary membership), upon payment of the admission fee, if applicable, 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 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. The Board will determine the term of such membership.

Section 8 - A corporate entity or organization may enjoy membership in the Cambridge Rotary Club subject to meeting the current requirements for individual active membership. Corporate Membership consists of at least one management individual and up to three employees within the same organization. A Senior Officer (the Chairman, CEO, President, COO or General Manager) becomes an Executive Member; attending as their schedule permits and pays dues / meal charges with regular participation in the Club's business and activities.

Nomination, election and induction of Corporate Members shall be as described above for individual active members.

- (a) Understanding demands on Executive's schedule thereby impacting their ability to meet attendance requirements the Executive Member may select up to three alternates, one of whom would attend in the absence of the Executive Member, to meet attendance requirements. These alternates will be called Designees.
- (b) All Designees shall be full time employees of the organization.

The Executive Member will notify the club secretary of changes in these designees.

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. Any such resolution or motion, if offered at a club meeting, shall be referred to the Board without discussion. The Board will consider the resolution or motion at its next meeting, and announce its recommendations to the Club at the next regular weekly meeting. In an urgent situation, the Board will expedite the review.

Article 15 Order of Business

Meeting called to order.
Introduction of visitors.
Correspondence, announcements and Rotary information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

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 mailed to each member at least ten (10) days before such meeting. Such notice may be sent by US Postal Service or by

e-mail, to the member's most recent address on record with the club. 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.

Article 17 Appendices

An Appendix to these Bylaws may be adopted by the Board of Directors, for the purpose of describing or clarifying club policies or operating procedures.

Article 18 Adoption

These Bylaws shall be adopted at any regular meeting, a quorum being present, by a two-thirds vote of all active members present, provided that the proposed Bylaws shall have been mailed to each active member at least ten (10) days before such meeting. Such notice may be sent by US Postal Service or by e-mail, to the member's most recent address on record with the club. The Bylaws shall become effective

immediately upon adoption.

Article 19 Authentication

These Bylaws were adopted at a regular meeting of the Cambridge Rotary Club, to become effective immediately.

December 29, 2005

Date

Gerard Walsh

President

Appendices

Appendix 1 Committees of the Club

Appendix 2 Finances