
BY LAWS OF THE ROTARY CLUB OF GETTYSBURG, PENNSYLVANIA

Amended and Restated 18 May 2009

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. Club and Fiscal Year: The twelve-month period that begins on 1 July.
6. Club: This Rotary Club of Gettysburg
7. 85 Club: Members excused from the attendance requirements under Article 9 of the Standard Rotary Club Constitution

Article 2 Board

The governing body of this Club shall be a Board of eleven (11) Members, consisting of ten (10) Members elected by the membership annually and the immediate past president. Five (5) of the ten (10) positions shall be officer-directors, namely, the president, president-elect, vice-president, secretary, and treasurer.

Article 3 Election of Directors and Officers

Section 1 – The president-elect shall head the nominating committee. At a regular weekly meeting approximately one month prior to the annual meeting, the nominating committee shall present a slate of ten (10) Members for the position of Director. The slate shall designate five (5) of the ten (10) as officer-directors by office. Additional nominations shall be accepted from the floor. All nominations duly made shall be voted on at the annual meeting. The candidates for president, president-elect, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to the Board and the respective offices; the remaining candidates receiving a majority of votes shall be declared elected to the five (5) remaining Board positions.

Section 2 – The officers and Directors so elected, together with the sitting president shall constitute the Board-elect and shall assume their positions on the first day of July next following the election.

Section 3 – A vacancy in the Board or any office shall be filled from the membership by action of the remaining Directors.

Section 4 – A vacancy in the Board-elect or any office-elect shall be filled from the membership by action of the remaining Directors-elect.

Article 4 Duties of Officers

Section 1 – *President*. It shall be the duty of the president to serve as a Director, to preside at

meetings of the Club and the Board and to perform such 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, to serve as chairperson of the nominating committee, as a member of the membership committee, 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 serve as a Director, to preside at meetings of the Club and the Board in the absence of the president and president-elect, to manage the program schedule, 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 serve as a Director, to manage the membership election process and keep membership records; to send out Club notices; to record and preserve meeting minutes; to submit all required reports to RI, to provide the monthly attendance report to the district governor; and to perform such other duties as usually pertain to the office of secretary.

Section 5 – *Treasurer.* It shall be the duty of the treasurer to serve as a Director, to have custody of all funds, accounting for the funds to the Board monthly and 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.

Section 6 – *Sergeant-at-Arms.* The sergeant-at-arms shall be appointed by the president, not necessarily from the membership of the Board, and shall perform all duties as ordinarily pertain to such office and other duties as may be prescribed by the president or the Board.

Article 5 Meetings

Section 1 – The annual meeting of this Club shall be held at the first regular weekly meeting held in the month of December in each year. Election of officers and Directors to serve for the ensuing year shall take place at the annual meeting.

Section 2 – The regular weekly meetings of this Club shall be held each Monday at 12:00 noon at a location set by the Board. Due notice of any changes in or canceling of the regular meeting shall be given to all Members of the Club by general announcement. All Members in good standing in this Club, excepting those excused pursuant to the Standard Rotary Club Constitution, on the day of the regular meeting shall be counted as present or absent, as provided in the Standard Rotary Club Constitution, Article 9.

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

Section 4 – The regular meetings of the Board shall be held each month, on a day and time and at a place designated by the president, communicated to all Directors and made known to the membership by general announcement. Special meetings of the Board shall be held when called by the president, 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 Method of Voting

Except as allowed in Article 12, all business of the Club shall be transacted by voice vote, unless voting by ballot or show of hands is requested by a Member.

Article 7 Fees and Dues

Section 1 – An admission fee may be charged of all new Members as prescribed by the Board from time to time, except as provided for in the Standard Rotary Club Constitution, Article 11.

Section 2 – Members shall be charged membership dues and other charges, including but not limited to RI dues, district dues, Club dues, Rotary magazine, Council on Legislative fee, liability insurance fee, the cost for all scheduled meals, guest meals, special events, fund raising tickets and foundation charges. Members shall be billed quarterly at the beginning of each quarter.

Section 3 – Members of the 85 Club shall pay the dues and other charges specified in Section 2 of this article, excepting however they shall be charged for meals only for those meetings actually attended.

Section 4 – The Board may, for the duration of its term, direct that the Club will pay the dues and other charges specified in Section 2 for the treasurer and secretary, or any portion thereof, excepting however charges for guest meals, special events, and foundation charges, in recognition of the character and duration of their respective positions.

Article 8 Committees

Club committees are charged with carrying out the annual and long-range goals of the Club. The president-elect, president, and immediate past president shall work together to ensure continuity of leadership and succession planning.

Section 1 – The Club shall have the following standing committees:

- a. Club Service
- b. Vocational Service
- c. Community Service
- d. International Service
- e. Philanthropy
- f. Membership
- g. Foundation
- h. Audit

Section 2 – The president may appoint additional committees as desired to facilitate the operation of the Club.

Section 3 – The president shall, subject to the advice and consent of the Board, appoint a Director as chairperson of the first five (5) standing committees listed in Section 1 above, items a. through e. The chairperson for all other committees shall be named by the president from the membership, with no requirement that the individual be a Director.

Section 4 – Committee chairpersons are responsible for appointing the members of their respective committees and filling vacancies within their committees, with the advice and consent of the president.

Section 5 – The president shall be ex officio a member of all committees and, as such, shall have all

the privileges of membership thereon.

Section 6 – Each chairperson shall be responsible to supervise and coordinate regular meetings and activities of the committee to perform such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the Board. The chairperson shall regularly report to the Board on all committee activities. Except where special authority is given by the Board, committees shall not take action until a report has been made to and approved by the Board.

Section 7 – The president, with the advice and consent of the Board, may remove any chairperson from his or her position.

Article 9 Duties of Standing Committees

Section 1 — Club Service Committee. This committee shall devise and carry into effect plans which will encourage club service, promote fellowship, contribute to the Rotary education of all members, encourage participation by members in meetings and organized Rotary recreational and social activities, publish a weekly club bulletin, seek to remove any conditions that contribute to unsatisfactory attendance, and do such work in pursuance of the general object of the club as may be assigned by the president or the Board.

Section 2 – Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairperson of this committee shall be responsible for the vocational service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

Section 3 — Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their community relationships. The chairperson of this committee shall be responsible for the community service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

Section 4 – International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to international service. The chairperson of this committee shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

Section 5 –Philanthropy Committee. This committee shall develop budgets, review applications, and make recommendations to the Board regarding the charitable donations of the Club. The chairperson of this committee shall be responsible for the philanthropic activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of philanthropic service.

Section 6 – Membership Committee. This committee shall develop and implement policies and procedures to increase and retain membership, promote and advertise the objectives of the Club; review the Club roster of filled and unfilled classifications and take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications; oversee the Club orientation process to inform prospective members about the privileges and responsibilities of Club membership, as well as the history, object and activities of Rotary at all levels; review membership

attendance and participation; and work with the Club Service Committee to maintain interest and enthusiasm in the Club.

Section 7 – Foundation Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to the Rotary International Foundation. The chairperson of this committee shall be responsible for the Foundation activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

Section 8 – Audit Committee. This committee shall conduct an annual financial audit of the Club accounts, provide the Board with a formal report regarding said audit, advise the Board on matters of financial process and controls, and assess the general financial condition of the Club.

Article 10 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. Members on an approved leave of absence shall be excused from payment for meals, but shall be responsible for all other financial obligations as specified in Article 7 above.

Article 11 Finances

Section 1 – Prior to the beginning of each fiscal year, the Board shall prepare a line item budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for those 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 or banks named by the Board. The Club funds shall be divided into two separate parts: one in respect of Club operations and one in respect of charitable/service operations.

Section 3 – Authorized check signers shall be the president, president-elect, vice-president, and immediate past president. Checks shall generally be prepared by the treasurer, who shall not have check signing authority.

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

Section 5 – The treasurer shall give bond as required by the Board for the safe custody of the funds of the Club, cost of said bond to be borne by the Club.

Article 12 Method of Electing Members

Section 1 – The name of a prospective member, proposed by a Member of the Club, shall be submitted to the Board in writing through the secretary. A transferring or former member of another club may be proposed to membership by the former club.

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 secretary, of its decision. For the purpose of approving or disapproving a membership proposal, the Board may vote by e-mail or other telephonic or electronic means.

Section 4 – If the decision of the Board is favorable, the proposer shall contact the prospective member, who 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. In parallel, the secretary shall publish his or her name and proposed classification to the Club.

Section 5 – If no written objection to the proposal, stating reasons, is received by the Board from any Member of the Club within seven (7) days following publication of information about the prospective member, that person shall be approved for membership.

If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If, after consideration of the objection, the decision of the Board is favorable, the proposed member shall be approved for membership.

Section 6 – Following approval, the secretary shall contact the approved member to determine if he or she accepts membership, after which the secretary shall report the new member information to RI and bill the Member for the admission fee as well as pro-rata dues and other charges for the current quarter as specified in Article 7 above.

Section 7 – Following acceptance, the president shall arrange for the new Member's induction, assign a Member to assist with the new member's assimilation to the Club, and assign the new Member to a Club project or function.

Section 8 – The Board may select and appoint honorary members of the Club, as allowed by the Standard Rotary Club Constitution, for the duration of the Board's term. Honorary members shall not pay dues and other charges, but shall pay for meals at meetings actually attended unless excused from payment for said meals by Board action.

Article 13 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 14 Insurance and Indemnification

Section 1 – The Club shall maintain general liability insurance coverage and Directors & Officers insurance coverage, in amounts as determined by the Board, either through RI, District, or at the cost of the Club.

Section 2 – The Club shall indemnify and hold harmless any Member made party to any action or proceeding by reason of the fact that the Member is or was a representative of the Club, if the member acted in good faith and in a manner the Member reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal proceeding, if the Member had no reasonable cause to believe the conduct was unlawful.

Article 15 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 provided to each Member, by e-mail, mail, or by personal service at a prior regular meeting 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.