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**Bylaws of the Rotary Club of Hagerstown, Maryland**  
*Revised July16, 2023*

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## **Bylaws of the Rotary Club of Hagerstown, Maryland**

*Revised July 16, 2023*

### **ARTICLE I DEFINITIONS**

1. **Board:** *The Board of Directors of the Rotary Club of Hagerstown, referred to as the BOD or Board.*
2. **Director:** *A director on this club's BOD.*
3. **Member:** *A member in good standing, other than an honorary member, of this club.*
4. **Quorum:** *The minimum number of participants who must be present when a vote is taken: one-third of the club's membership for club decisions and a majority of the directors for club board decisions.*
5. **Rotary International:** *Referred to as RI*
6. **Year:** *The 12-month period beginning 1 July.*

### **ARTICLE II BOARD OF DIRECTORS ELECTIONS**

#### **Section 1-Directors and Officers**

The Board of Directors (BOD) will be made up of 15 and not more than 20 members and officers: president, president-elect, sergeant at arms, secretary, treasurer, immediate past president and five members elected as directors. Members may serve two one-year terms and renew one time for a total of two one-year terms. After serving two terms (up to four years) the member cannot serve on the BOD for two years. To avoid loss of institutional knowledge, each class will include up to 5 members. For continuity purposes, the secretary and treasurer shall continue on the ballot as long as they are willing to stand for re-election.

#### **Section 2-Nominations**

1. Two months prior to the annual meeting, at a BOD meeting, the presiding officer shall ask for nominations for officers. This will include president-elect, sergeant at arms, treasurer, and secretary. Nominees will be members in good standing who are currently serving on the BOD.
2. One month prior to the annual meeting, at a regular club meeting, the presiding officer shall ask for nominations to the BOD. Nominations will be sought from all members. Nominees will be members in good standing with the club.
3. Members may submit nominations electronically to the presiding officer or nominating committee. The nominations duly made shall be placed on a ballot in alphabetical order and shall be voted for at the annual meeting. The candidates receiving a majority of the votes shall be declared elected to their respective roles.

4. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine.

### **Section 3-Election**

1. The club will host an election at the annual meeting.
2. The ballot will include nominees for president, president-elect, sergeant at arms, treasurer, secretary, *and members of the BOD.*
3. Nominees will vie for a limited number of Director spots depending on the current number serving in that role.
4. All those elected shall begin their term commencing on the first day of July following the election.

### **Section 4-Succession Plan**

The succession plan for officers in this club shall be that if an elected officer cannot fulfill his/her term the next person in line shall carry on in both the vacated position and the current position that person is filling. Succession will progress as follows: president, president-elect, sergeant-at-arms.

### **Section 5-Vacancy**

A vacancy in the BOD shall be filled by action of the remaining members of the BOD with precedence given to members on the most recent ballot.

### **Section 6-Terms**

The members of the BOD so elected shall serve a two-year term or until their successors have been elected and qualified. Further, although newly elected BOD do not officially take office until July 1 following their election, said newly elected are encouraged to attend BOD meetings in non-voting status to learn current issues and processes and thus assure a smooth transition.

## **ARTICLE II BOARD OF DIRECTORS**

The governing body of this club shall be the BOD consisting of not more than twenty (20) members of this club.

## **ARTICLE III DUTIES OF OFFICERS**

### **Section 1--President**

It shall be the duty of the president to preside at meetings of the club and BOD and to perform such other duties as ordinarily pertain to the office of president. Robert's Rules of Order shall provide the basis for parliamentary procedure. The president shall appoint committee chairpersons as needed.

### **Section 2--President-elect**

It shall be the duty of the president-elect to serve as a member of the BOD of the club, to preside at meetings of the club and board in the absence of the president, to coordinate programs for the weekly meetings of the club, and to perform such other duties as may be prescribed by the president or the board, including such duties as ordinarily pertain to the office of vice-president.

### **Section 3—Secretary**

It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month, and perform such other duties as usually pertain to the office of secretary.

### **Section 4—Treasurer**

It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, and to perform such 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 5--Sergeant-at-Arms**

The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board. In the absence of the president and president-elect, the sergeant-at-arms shall preside at meetings of the club and BOD.

## **ARTICLE IV MEETINGS**

### **Section 1—Annual Meeting**

An annual meeting of this club shall be held on a regular meeting day during 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 – Club Meeting**

The regular weekly meetings of this club shall be held on Wednesday at 12:15 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members *except* an honorary member (or member excused by the BOD of this club, pursuant to the standard Rotary International (RI) club constitution in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least fifty (50) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard RI club constitution.

### **Section 3—Quorum**

One-third of the membership shall constitute a quorum at the annual and regular meetings of this club. A majority (51%) of the board members shall constitute a quorum of the BOD.

### **Section 4—Board Meeting**

Regular meetings of the BOD shall be held once per month. Special meetings of the BOD shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

### **Section 5—Attendance**

All members of the BOD are required to attend a minimum of fifty percent (50%) of the regularly scheduled meetings per year and may not miss more than three (3) in a row per fiscal year. If these requirements are not adhered to, the board may appoint another member to replace said delinquent board member. *RI removed its attendance for club meetings. There is*

*no set RI requirement for club meetings. Club attendance requirements for BOD members may include virtual participation such as Zoom, conference call or similar virtual method*

### **Section 5—Club Meeting Make Ups**

For purposes of Article IX, Section 1(a)(5) of this club’s Constitution (Attendance, General Provisions), a “club service project or a club sponsored community event or meeting authorized by the BOD”; shall be stipulated in adopted board policy”. Examples might include: participation in the club’s bowling league; participation as an organizer in a club committee or chairperson or co-chairperson of a club committee; attendance at a club committee meeting; participation as a greeter, invocator or program host at a regular club meeting; attendance at a Rotary training seminar, club special event or club fund raising event, Rotary Foundation meeting or e-Club Rotary meeting; proposing a new member to the club who is approved; acting as a GSE or Youth Exchange host; acting as a Youth Exchange counselor; acting as a GSE Team Leader; participation with another Rotary club or other Service Club on a special project approved by the Executive Committee of the Board; participation and organization by two or more club members in a fundraiser for a charitable organization approved by the club President or Secretary; cancellation of a regular club meeting; acting as a counselor for an Interact club; and participating in an activity that the Secretary designates as a valid Rotary activity.

The BOD shall review its attendance policy annually and make it readily available on the club website or other locations as it deems appropriate.

### **SECTION 6 -- NON-MEMBER PAUL HARRIS**

The club will permit any non-member Paul Harris Fellow to attend all regular meetings and events for a period of one (1) year after the date of the contribution by the non-member that created the Paul Harris designation.

## **ARTICLE V FEES AND DUES**

### **Section 1—Fees**

The initiation fee shall be set by the BOD and shall be paid before the applicant can qualify as a member.

### **Section 2—Dues**

The membership dues shall be set by the BOD. A portion of each membership dues shall be applied to each member’s subscription to THE ROTARIAN magazine. Guests and visiting Rotarians will pay for their meal at each meeting they attend. If the guest is considered a

prospective member, the Rotarian will not be charged for his/her guest's meal for up to two meetings.

### **Section 3—Invoices**

The membership pays annually. All invoices are due NET 30 days. Membership is suspended if invoice ages 45 days; membership is terminated if invoice ages 60 days.

### **Section 4—Attendance Policy Review**

The Board shall review its attendance policy annually and make it readily available on the club website or other locations as it deems appropriate.

## **ARTICLE VI METHOD OF VOTING**

The business of this club shall be transacted by either voice vote at regular or special meetings or by email for certain business that is approved by the board, except the election of officers and directors, which shall be by ballot.

## **ARTICLE VII COMMITTEES AND AVENUES OF SERVICE**

The president shall, subject to the approval of the board, appoint committees for Special Events and to be within the following avenues of service which define the Objects of Rotary, namely to foster the ideal of service as a basis of worthy enterprise and in particular to foster the Rotary's five avenues of service: Club Service, Vocational Service, Community Service, International Service, Youth Service and Special Events.

The Club Service committee, Vocational Service committee, Community Service Committee, International Service committee, Youth Service committee and Special Events committee shall each consist of a chairperson and co-chairperson, who shall be named by the president from the membership of the board, and not less than two (2) other members. A co-chair person is recommended for continuity when a chairperson resigns and to assist in maintaining accountability with the sub-committees or work groups within each committee.

The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

The chairperson of each Avenue of Service committee shall supervise and coordinate the work of all subcommittees that are established by the president and the chairperson of the Avenue of Service. The chairperson shall be responsible for regular meetings of the subcommittees and shall report activities and progress to the Board of Directors meeting on a

regular basis.

### **Section 1—Avenue of Service: Club Service**

The first Object of Rotary is the development of acquaintance as an opportunity for service.

Committees appointed within this avenue of service shall be responsible for all club-focused service activities. This committee shall devise and carry into effect plans which guide and assist the members of this club in discharging their responsibilities in matters related to club service.

Club Service duties shall include publication of the In Case You Missed It column in the Rotograph; public relations to Rotary International, the district, and the greater community; membership recruitment, classification, development and retention; member recognition; family support and welfare and other areas deemed appropriate by the chairperson and club president.

### **Section 2—Avenue of Service: Vocational Service**

The second Object of Rotary is high ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian's occupation as an opportunity to serve society.

Committees appointed within this avenue of service shall be responsible for encouraging Rotarians to serve others through their vocations and to practice high ethical standards. This committee shall devise and carry into effect plans which guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards in their respective vocations. Vocational Service duties shall include: vocational service; buyer-seller relations; employee relations; trade and professional relations; education and other areas deemed appropriate by the chairperson and the president.

### **Section 3—Avenue of Service: Community Service**

The third Object of Rotary is the application of the ideal of service in each Rotarian's personal, business and community life.

Committees appointed within this avenue of service shall be responsible for the projects and activities the club undertakes to improve life in this community. 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. Community Service duties shall include: community projects; youth services; contributions and other areas as deemed appropriate by the chairperson and the president.



#### **Section 4—Avenue of Service: International Service**

The fourth Object of Rotary is the advancement of international understanding, goodwill and peace through a world fellowship of business and professional persons united in the ideal of service.

Committees appointed within this avenue of service shall be responsible for actions taken to expand Rotary's humanitarian reach around the globe and promote world understanding and peace. 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, world peace and understanding. Duties shall include: group study exchange, international service, Paul Harris, and others as deemed appropriate by the chairperson and the president.

#### **Section 5—Avenue of Service: New Generation**

The fifth Avenue of Service in Rotary is recognition of the positive change implemented by youth and young adults involved in leadership development activities, community and international service projects and exchange programs that enrich and foster world peace and cultural understanding.

Committees appointed within this avenue of service shall be responsible for actions taken to expand Rotary's involvement with youth and young adults in leadership development and community and international service programs that enrich and foster world peace and cultural understanding. 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 youth and young adult leadership development and programs that enrich and foster world peace and cultural understanding. Duties shall include: Interact, Rotary Youth Exchange, RYLA and others such as Rotaract, etc. as deemed appropriate by the chairperson and the president.

#### **Section 6—Special Events Committee**

The Special Events Committee oversees the fundraising that make the philanthropic actions of the club possible and foster fellowship among the Rotary club members. All club members are encouraged to work on at least one fundraising event each year.

Subcommittees appointed within this topic are responsible for fundraising as established by the Board of Directors. The chairperson of this avenue of service shall supervise and coordinate the work of all subcommittees that are established by the president and the chairperson of this avenue of service.

## ARTICLE VIII LEAVE OF ABSENCE

*This procedure pertains to members of the BID under present RI attendance guidelines.*

The BOD may grant an initial leave of absence of up to three months, exempting members from weekly meeting attendance requirements during the leave period. Members are NOT exempted from paying regular club dues during a leave period. The initial three-month leave may be extended once, at the request of the Rotarian and the discretion of the Club Board, for a maximum combined length of six months. At the end of the six-month period, a Rotarian is expected to return to active membership or resign from the club. When business and personal conflicts arise, members are encouraged to complete make-ups at other Rotary Club meetings as a first course of action before considering a request for leave of absence. *A directory of worldwide Rotary meetings, including virtual Rotary clubs, can be accessed at [www.rotary.org](http://www.rotary.org).* Requests will only be considered retroactively to the first of the month in which the leave was requested. Should a situation arise, Rotarians should plan accordingly and request leave as soon as possible. Unless the member attends a *documented* regular meeting or attends a make-up, the excused member shall be recorded as absent except that absence authorized under the provisions of article VIII, section 2(b) (Classification, Limitations) of the standard Rotary club constitution is not computed in the attendance record of the club; 2) it does not forgo the member's financial responsibility to pay club dues.

## ARTICLE IX FINANCES

### Section 1—Deposits

The treasurer shall deposit all funds of the club in some bank to be named by the board.

### Section 2-Bills

All bills shall be paid only by checks signed by the treasurer. A monthly treasurer's report will be presented to the board for approval. An audit by a certified public accountant may be made of all the club's financial transactions upon request of the board.

### Section 3 –Posting Bond

Officers having charge or control of funds may give bond as may be required by the BOD for the safe custody of the funds of the club, cost of bond to be borne by the club.

#### **Section 4—Fiscal year**

The fiscal year of this club shall extend from 1 July to 30 June. Dues will be invoiced prior to June 30 each year and are due within sixty (60) days after July 1. The payment of per capita dues and magazine subscriptions to RI 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 5—Club Budget**

At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

### **ARTICLE X METHOD OF ELECTING MEMBERS**

#### **Section 1—Step One**

A candidate for membership shall be invited to attend at least one Rotary club meeting. Candidates may self-refer and be assigned a Rotarian sponsor the day of the visit. During this visit, the sponsor shall explain the objects of Rotary and the 4 way test, membership qualifications and an overview of our club.

*According to the RI constitution, Rotary defines itself as a non-partisan, non-sectarian organization. Membership is open to adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, occupation, and/or community, and are willing to serve in their community and/or around the world. \**

#### **Section 2—Application Form**

If the candidate remains interested in joining, the candidate and sponsor shall complete the application form and give it to the secretary.

#### **Section 3—Posting Candidate**

The secretary shall poll the Board of Directors for a vote as noted in the bylaws.

#### **Section 4—BOD Review**

The BOD shall ensure that each membership application meets the requirements for club membership, shall approve or disapprove the membership proposal within 30 days of its submission and shall notify the sponsor of its decision through the club secretary.

**Section 5—Club Member Review**

If the Board of Directors vote is affirmative, the secretary shall distribute the candidate's information to all club members, noting that the candidate was approved by the board and asking for a written response if there are any objections.

**Section 6—Seven Day Publication**

If no written objection to the membership proposal is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information, the candidate shall proceed through the remaining steps toward induction.

**Section 7—Written Objections**

Written objections must be signed by the objecting member. If any such objection has been filed with the Board of Directors, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed candidate, shall proceed through the remaining steps toward induction.

**Section 8—Secretary Informs Sponsor**

After one week, the secretary will inform the sponsor and describe the remaining steps for induction. The treasurer will then invoice the candidate for dues, prorated if the club year is partially complete.

**Section 9—Rotary Orientation**

The candidate shall meet with the club member designated to provide Rotary orientation, which will include information about attendance and meeting make-up, the non-solicitation policy, and other pertinent Rotary and club information.

**Section 10—Initiation Fee and Pro-rated Dues**

The candidate pays the initiation fee and pro-rated dues based on the annual amount as established by the board. The candidate will provide the secretary a headshot to be used in the club directory.

**Section 11—Induction Date**

When the preceding steps are complete, the sponsor shall arrange an induction date with the secretary and president who will then schedule the induction for a regular club meeting.

### **Section 12—President Inducts New Member**

The president shall induct the candidate into the club following a brief introduction of the new member by the sponsor. The candidate receives a Rotary pin, roster book, attendance badge and other pertinent items.

### **Section 13—Brief New Member Bio, Greeter Role, and Committee Selection**

The sponsor of new member shall submit a bio to be featured in the next Rotograph. The new member is scheduled as a greeter to facilitate meeting club members and being known by them, is placed on a committee in one of the Avenues of Service and is encouraged to assist in at least one fund raiser during the club year.

### **Section 14—Reinstatements and Transfers**

Reinstated and transferring members shall submit their application in writing to the Board of Directors through the club secretary. Such members shall be introduced at a regular club meeting but are not re-inducted. All other steps to membership will be followed with the exception of the initiation charge.

## **ARTICLE XI RESOLUTIONS**

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

## **ARTICLE XII 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 members 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 club constitution and with the constitution and bylaws of RI.

## **ARTICLE XIII PARLIAMENTARY AUTHORITY**

In accordance with Rotary International, Robert's Rules of Order is the parliamentary authority for the Rotary Club of Hagerstown.

*\*Constitution of Rotary International, Article 4, July 2022*