

# **Bylaws of the Buffalo Rotary Club**

## **August 14, 2007**

### **Article 1 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, secretary, and treasurer. 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, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. The president elected in such balloting shall be the president-nominee and serve as a member of the board 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.

**Section 2** — The officers, so elected, together with the immediate past president shall constitute the board of directors.

**Section 3** — A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

**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 2 Board of Directors**

The governing body of this club shall be the board of directors consisting of members of this club, namely, directors elected in accordance with article 1, section 1 of these bylaws, the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president and such members as may be appointed with the approval of the board.

### **Article 3 Duties of Officers**

**Section 1** — President. It shall be the duty of the president to preside at meetings of the club and 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 member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board.

**Section 4** — 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, and including prorated reports to the general secretary 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 semi-annual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, and 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; collect and remit to RI subscriptions to The Rotarian; and perform such 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 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 6** — 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.

#### **Article 4 Meetings**

**Section 1** — Annual Meeting. An annual meeting of this club shall be held on the first Tuesday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

(Note: Article 5, section 2 of the Buffalo Rotary club constitution provides that “An annual meeting for the election of officers shall be held not later than 31 December...”)

**Section 2** — The regular weekly meetings of this club shall be held on Tuesday at noon.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to article 8, sections 3 and 4 of the Buffalo Rotary 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 sixty (60) 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 Buffalo Rotary club constitution, article 8, sections 1 and 2.

**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 on of each month. Special meetings of the board 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** — A majority of the board members shall constitute a quorum of the board.

## **Article 5 Fees and Dues**

**Section 1** — There shall be no admission fee.

**Section 2** — The membership dues shall be as set by the board per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to The Rotarian magazine.

## **Article 6 Method of Voting**

The business of this club shall be transacted by viva voce vote except the election of officers and directors, which shall be by ballot if there is more than one candidate for an office.

## **Article 7 Committees**

### **Section 1**

(a) The president shall, subject to the approval of the board, appoint such committees as may seem appropriate and appoint the chairman and members thereto.

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

(c) Each committee shall transact 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. Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.

(b) The club service committee shall consist of the chairman of the club service committee and the chairmen of all committees appointed on particular phases of club service.

## **Article 8 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: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of article 8, sections 3 and 4 of the Buffalo Rotary club constitution is not computed in the attendance record of the club.)

## **Article 9 Finances**

**Section 1** — The treasurer shall deposit all funds of the club in some bank to be named by the board.

**Section 2** — All bills shall be paid only by checks signed by the treasurer.

**Section 3** — Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 4** — 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 two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. 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.

(Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretariat.)

**Section 5** — 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 10 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. The proposal for the time being 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 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 induction of the new member; the club secretary shall issue a membership card and shall

report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

### **Article 11 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 12 Order of Business**

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

### **Article 13 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. 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.

Motion to Adopt: David Willingham

Second: Cody Hanna

Date: August 14, 2007

George Shaffer  
George A. Shaffer, President

Georgia Hale  
Georgia Hale, Secretary