

BYLAWS

Greater West Chester Sunrise Rotary Club
amended and restated December 17, 2008

Article I Board of Directors

The governing body of this club shall be the Board of Directors, not fewer than **eight (8)** nor more than **fifteen (15)** in number (hereinafter "the board"), elected in accordance with Article II, Section 1, of these bylaws.

Article II Election of Directors and Officers

Section 1 - (a) The Board of Directors shall include **eight (8)** members elected at large by the club. If they are not otherwise members of the board, the officers described in Article III, below, and the immediate past president of the club shall also be members *ex officio* of the board.

(b) At the third meeting of the Club in November of each year, the Nominating Committee shall present to the Club a slate of four (4) candidates for the Board of Directors and a slate of officers to be elected in the manner described below. For the remainder of the month of November only, additional nominations for any of these positions may be submitted in writing to the President of the Club or to any member of the Nominating Committee. All names of members of the Club in good standing nominated in either such manner shall appear on the ballot for election of directors and officers as described hereinafter, provided that no member may serve more than two consecutive terms as a director.

(c) At the first meeting of the Club in December of each year, and at the second meeting in December for those not present at the first meeting, the members in attendance shall elect four (4) directors whose terms will commence on the succeeding July 1 for the Rotary Year beginning on that date, and the following officers:

1. A President-elect (whose term as President of the Club would commence on July 1 following the next Rotary Year);
2. A Vice-President
3. A Secretary
4. A Treasurer

(d) **Four (4)** directors shall be elected in each year to serve staggered terms of two (2) years each. From those members whose names appear on the ballot pursuant to Section 1 (c), above, the **four (4)** candidates securing the highest vote

totals shall be declared elected to serve for a period of two years, beginning on the next July 1 following their election. The candidates for other offices receiving the highest number of votes shall be elected to those positions for the Rotary Year beginning on the next July 1 following their election.

(e) In the event of a tie in voting for any office, those elected will be determined by the existing board within ten (10) days after the annual meeting, either at a formal meeting of the board or by a poll of the board, such as by telephone or e-mail.

(f) If the total number of elected and *ex officio* board members will be less than fifteen (15), then the president-elect who will serve as president during the term of the board may appoint one additional at-large member for a one-year term on the board from among those who were eligible for election to the board at the previous annual meeting.

Section 2 - The president-elect, vice president, secretary and treasurer, and a sergeant-at-arms to be appointed by the president shall, if not already members of the board, become *ex officio* members of the Board of Directors.

Section 3 - In the event of a vacancy on the board or in any office, the Nominating Committee shall recommend one or more candidates to the board to fill such vacancy. The vacancy shall be filled by action of the remaining directors.

Article III 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 his/her office.

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, and, unless otherwise directed by the president, to serve as chair of the Club Service Avenue. It shall also be the duty of the president-elect to preside at meetings of the club and board in the absence of the president, and otherwise to substitute for the president when necessary.

Section 3 - Vice President. It shall be the duty of the vice president to serve as a member of the board of directors and to perform such other duties as may be prescribed by the president. The vice president shall be considered for candidacy for president-elect for the following year.

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, report 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 same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to his office. Upon his retirement from office he shall turn over to his successor or to the president all funds, books of accounts or any other club property in his possession.

Section 6 - Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for his office and such other duties as may be prescribed by the president of the board.

Article IV Meetings

Section 1 - Annual Meeting. An annual meeting of this club shall be held on the second Wednesday of December in each year, at which time the election of directors to serve for the ensuing year shall take place.

Section 2 - The regular weekly meetings of this club shall be held on Wednesday at 7:00 a.m.

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 by the board of directors of this club, pursuant to Sections 3 and 4 of Article 8 of the Standard 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 standard 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 the first Wednesday 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.

Fees and Dues

Section 1 - There shall be no admission fee.

Section 2 - The membership dues shall be as set from time to time by the Board, payable annually in July. Members admitted during the second half of a Rotary year shall pay one half of the annual dues for that year. A portion of each semiannual payment shall be applied to each member's subscription to THE ROTARIAN magazine.

Article VI Method of Voting

The business of this club shall be transacted by voice vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article VII Avenues of Service

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.

Article VIII Committees

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. 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 office. The chair of each committee should have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership**
This committee should develop and implement a comprehensive plan for the recruitment and retention of members. Subcommittees may include, among others, Fellowship/Social, Recruitment and Retention.
- **Public Relations**
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- **Club Administration**
This committee should conduct activities associated with the effective operation of the club. Subcommittees may include, among others, Newsletter, Program, Finance and specific activity committees such as the Pancake Breakfast.
- **Service Projects**
This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries. Subcommittees may include, among others, Vocational Projects, Rotaract, Interact and Core Commitment.
- **Philanthropy/Foundations**
This committee should develop and implement plans to support The Rotary Foundation, Gundaker Foundation and the Greater West Chester Sunrise Rotary Foundation through both financial contributions and program participation. Subcommittees may include, among others, Scholarships, Youth Exchange, Philanthropy Workgroup, and Gundaker and RI Foundation representatives.
- **Nominating**
This standing committee, nominated by the President subject to confirmation by the Board, will consist of four (4) members of the Club in good standing, at least two (2) of whom shall be past presidents of the Club. Members shall serve for three (3) year terms, not more than two terms in succession. The initial appointees shall serve for terms of one, two, three and three years, respectively, as determined by the Board. The committee shall annually, not later than October, consider four candidates for the board of directors and candidates for the various offices provided for in these bylaws. At the third meeting of the Club in November, the Committee shall propose to the club a slate of nominees to serve in the next Rotary Year. At the first meeting of the Club in December, the Committee shall present a ballot for election of directors and officers which includes the names of all members of the Club in good standing who have been nominated for any office in the manner set forth in Article II, above. The Committee shall also recommend candidates to fill any vacancy on the board or in any office.

Additional ad hoc committees may be appointed as needed.

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

(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 IX 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. The service project committee will consider vocational service, community service and international service avenues 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 X 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 provision of article 8, sections 3 and 4 of the standard club constitution is not computed in the attendance record of the club.)

Article XI 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 for expenses approved by the board. An audit of all the club's financial transactions shall be made from time to time by or on behalf of the Finance Committee.

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 July 1st to June 30th, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. New members inducted in the last month of either half-year--i.e., June or December--shall not be required to pay dues for that half-year. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

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.

Section 6 - The Finance Committee is a standing committee to report to the board. The immediate past president of the Club, the treasurer of the Club, the president and the treasurer of the Greater West Chester Sunrise Rotary Foundation, and the vice-president of the Club shall constitute the membership of the committee. The members of the Committee shall annually elect their chairman and secretary from among the members of the Committee. The duties of the committee shall be the following, in addition to any other duties specified from time to time by the board:

(a) Review the budget and income prospects of proposed fund-raising projects.

(b) Coordinate with any standing or ad hoc committee governing a project, and ensure compliance with the budget for that project.

(c) Establish and implement rules for the flow of receipts of money by both the Club and the Foundation.

(d) Make or cause to be made regular deposits of all funds received by the Club or the Foundation.

(e) Identify and maintain the distinction between Club receipts and Foundation receipts, and make appropriate recommendations to the board.

(f) Maintain records of tickets distributed to members for all projects,

including sales or returns of those tickets by individual members.

(g) Report to the board on request concerning performance of individual members in sales or return of tickets and funds.

(h) Perform or cause to be performed annual reviews or audits of the receipts and expenditures of the Club.

(i) Annually report to the board results of all fund raising activities and expenditures by the Club.

(j) Oversee ordering of merchandise and supplies and handling of invoices.

Article XII Method of Electing Members

Section 1 - Active members (including additional active members).

(1) The name of a prospective member, proposed by an active, senior active or past service member of the club or by the membership development committee, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed for active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(2) The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

(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.

(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 (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification (if active membership) to be published to the club.

(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 of these by-laws, 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.

(6) Following such 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.

Article XIII 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 XIV
Order of Business

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

Article XV
Amendments

These by-laws 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 given at not fewer than two regular meetings prior to the meeting at which the vote is taken. 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 Rotary International.

Article XVI
Nondiscrimination

It shall be the policy of this club to avoid all forms of discrimination. The club and these bylaws shall be gender neutral. All pronouns or other references to the masculine gender shall be presumed equally to refer to the feminine or neuter genders.

RATIFIED BY MEMBERS December 17, 2008

S/ _____ S/ _____
David R. Johnson, President Jeffrey Rollison, Secretary