

**BY-LAWS OF THE ST. MARY'S COUNTY ROTARY CLUB
OF
LEONARDTOWN, MARYLAND**

Article I. Election of Directors and Officers

Section 1 – Six weeks prior to the annual meeting, the Club President shall appoint a Nominating Committee which shall choose a slate of candidates for election to the offices of President, Vice President, Secretary, Treasurer, and at least five members of the Board of Directors. The membership shall be given an opportunity to propose additional candidates at the annual meeting prior to voting. The candidate(s) for President, Vice President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The five (5) candidates receiving the most votes shall be designated as Directors for the year beginning July 1 following the election. The President elected in such balloting shall serve as a Member of the Board as President-Elect for the year commencing on the first day of July next following his/her election, and as President on the first day of July immediately following his/her year of service on the Board as President/Elect.

Section 2 – The Officers and Directors, so elected, together with the immediate Past President, shall constitute the Board of Directors. Within one week after their election, the Directors-elect shall meet and elect some member of the Club to act as Sergeant-at-Arms.

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 II. Board of Directors

The governing body of this Club shall be the Board of Directors, consisting of eleven (11) members of this Club, namely, the President, President-Elect, Vice President, Secretary, Treasurer, the immediate Past President, and the five Directors elected in accordance with Article 1, Section 1 of these By-Laws. However, as a matter of policy, all major projects or large single expenditures of funds shall be referred to the Club membership for approval. (See Attachment 1 for organizational structure)

Article III. Duties of Officers

Section 1 - General Duties of Officers. Officers are responsible for attending all Board of Directors meetings (or when unable to attend designating a qualified and knowledgeable person to attend for them) and insuring that they, their appointed representative, or other designated member are prepared to discuss the progress made in achieving assigned goals, projects, and objectives for the year.

Section 2 – PRESIDENT. It shall be the duty of the President to preside at meetings of the Club and Board. The President shall oversee the Public Relations activities of the Club (Club Service Committee). The President shall perform such other duties as ordinarily pertain to this office.

Section 3 – PRESIDENT-ELECT. It shall be the duty of the President-Elect to preside at meetings of the Club and Board in the absence of the President. The President Elect shall take measures to insure that prior to July 15 of the year he/she assumes office that all committees are adequately staffed to carry out their responsibilities. The President Elect shall perform such other duties as ordinarily pertain to the office of President-Elect or those which may be delegated by the President.

Section 4 – VICE-PRESIDENT. It shall be the duty of the Vice President to serve as a member of the Board of Directors and to coordinate the programs for the regular meetings of the Club. The Vice-President will also perform such other duties as may be prescribed by the President of the Club.

Section 5 – 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 and Board of Directors, record and preserve the minutes of such meetings, provide meeting minutes to all Board members and the Club Foundation Board members. The Secretary shall provide each Board member with copies of the previous Board meeting minutes within two weeks of the meeting. The Secretary will also make the required reports to Rotary International, including the semi-annual reports of membership which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year; the monthly report of attendance at the Club meetings which shall be made to the District Governor immediately following the last meeting of the month; collect and remit to Rotary International subscriptions to **THE ROTARIAN**; and perform such other duties as usually pertain to this office.

Section 6 – 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 this office. The Treasurer shall invoice and collect membership dues. The Treasurer shall transfer or provide funds to the Leonardtown Club Foundation for distribution towards donations, grants, scholarships and all other non-operational expenditures. Upon retirement from office, the Treasurer shall turn over to the successor or to the President all funds, books of accounts, or any other Club property in the Treasurer's possession.

Section 7 – SERGEANT-AT-ARMS. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office, which includes ensuring that the regular or special meeting place(s) is properly prepared, purchasing Club materials as directed by the President or Board of Directors, maintaining inventory and condition of all Club assets and consumable materials, coordinating the meetings "greeter" schedule, and providing meeting attendance accounting to the Secretary. The Sergeant-at-Arms will also perform such other duties as may be prescribed by the President of the Board.

Article IV. Meetings

Section 1 – Annual Meetings. The annual meeting of this Club, at which the election of Officers and Directors to serve for the ensuing year shall take place, shall be the first regular meeting in the month of December.

Section 2 – Regular Meetings. The regular weekly meeting of this Club shall be held on Thursday at 7:30 a.m. at St. Mary’s Hospital, or such other location, as the Board of Directors shall specify. Advance notice of any change in or cancellation of a regular meeting shall be given to all members of the Club. All members excepting an honorary member (or member excused by the Board of this Club), in good standing in this Club, on the day of the regular meeting must be counted as present or absent, either at this Club, any other Rotary Club, or Board of Directors approved meeting or function.

Section 3 – Quorum. 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 at a location and time discretionary with the Board. Board special meetings may be called by the President, whenever deemed necessary, or upon the request of two members of the Board; due notice, as determined by the Board, as having been given.

Section 5 – A majority of the Board members shall constitute a quorum of the Board.

Article V. Fees and Dues.

Section 1 – Fees. An admission fee of \$25.00 shall be paid before an applicant can be certified as a Member.

Section 2 – Dues. The membership dues shall be \$160.00 per annum payable in full on the first day of July or payable semi-annually on the first day of July and of January. The amount of the annual dues shall automatically increase at a rate of 3% (rounded off to the nearest dollar) unless the Board of Directors determines in any given year that an increase in dues is unwarranted. . Dues include a subscription of **THE ROTARIAN** magazine. Dues for members joining during the Rotary year shall be prorated quarterly. Dues delinquent after 45 days are referred to the Board of Directors. It is up to them to take appropriate action, up to and including expulsion from the Club.

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. A count of hands may be called for when voice vote results in uncertainty.

Article VII. Committees

Section 1 – Rotary Service Committees. The President, with Board approval, shall appoint the elected Directors to head the four avenues of Rotary Service; i.e., Club Service, Community Service, Vocational Service, International Service, and one elected Director to head the Special Projects Committee. Whenever such Director is not an elected member of the Board, or the official replacement for an elected Member, he shall enjoy *ex officio* status without voting

privilege. A Director who officially replaces a departed Board member enjoys all the privileges of the member replaced.

Section 2 – Special Committees. The Directors may, subject to Board approval, appoint such [Sub] committees in their lane of service, as he/she may deem necessary. The President, subject to Board approval may appoint special committees outside the four lanes of service, as he/she may deem necessary.

Section 3 – Special Appointments. The President may, with Board concurrence, appoint any special assignment he/she may deem necessary for the internal administration of Club affairs, such as Club Greeter, Conventions Officer, Historian, Parliamentarian, and/or Personnel Officer.

Section 4 – General Committee Rules

- (a) Where feasible and practicable in the appointment of Service Committees, there should be provision for continuity of membership.
- (b) The President and the five Service Committee Directors shall be *ex officio* members of all Committees and, as such, shall have all the privileges of membership thereupon.
- (c) Each Committee shall transact such business as is delegated to it in the by-laws 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 submitted to and approved by the Board.

Article VII. Duties of Directors

Section 1 – General Duties of Directors. Directors are responsible for:

- (a) Attending all Board of Directors meetings (or when unable to attend designating a qualified and knowledgeable person to attend for them) and insuring that they, their appointed representative, or other designated committee member(s) are prepared to discuss the progress made in achieving the goals, projects, and objectives for the year.
- (b) Appointing sub-committee chairpersons to all of the sub-committees prior to 1 June.
- (c) Insuring that all sub-committee chairpersons have met with the outgoing chairperson prior to 15 June, to determine unfinished tasks and to assure an orderly transfer of duties.
- (d) Providing guidance to sub-committee chairpersons on club and/or committee goals.
- (e) Insuring sub-committee chairs are properly trained, and have all of the material, forms, videos, literature, and/or Rotary publications required to properly execute their duties.

- (f) Insuring sub-committees meet on a regular basis to insure committee goals and objectives are obtained.

Section 2 – Club Service Director – shall devise and carry into effect plans which will guide and assist the members in discharging their responsibilities in the many routine service functions of this Club. He/She shall supervise and coordinate the work of the Sub-Committees in the exercise of these functions.

Section 3 – Community Service Committee Director - shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in community relationships. He/She shall be responsible for the community service activities of the Club and shall supervise and coordinate the work of any Sub-Committees that may be appointed in particular phases of community service. The Community Service Committee Director is an *ex officio* member of the Foundation of Rotary, Inc.

Section 4 – Vocational Service Committee Director – shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in vocational relationships and in improving the general standards of practice in their respective vocations. He/She shall be responsible for the vocational services activities of the Club and shall supervise and coordinate the work of any Sub-Committees that may be appointed in particular phases of vocational service. The Vocational Service Committee Director is an *ex officio* member of the Foundation of Rotary, Inc.

Section 5 – International Service Committee Director – 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, including grant applications. He/She shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any Sub-Committees that may be appointed in particular phases of international service.

Section 6 – Special Projects Committee Director. Shall devise and carry into effect plans, which will guide and assist the members of this Club in accomplishing special projects, which the Club has under-taken. He/She shall supervise and coordinate the work of any Sub-Committees that may be appointed on particular projects.

Article VIII Intentionally Left Blank

Article IX 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.

Article X Finances

Section 1 – The Treasurer shall deposit all funds of the Club in some depositories named by the Board.

Section 2 – All bills and transfer of funds shall be paid only by checks signed by the Treasurer honoring vouchers approved by the Board and certified by the President or Secretary. A thorough compilation, review, or audit by a certified public accountant or other qualified person(s) shall be made once each year of all the Club’s financial transactions.

Section 3 – Officers of this Club and of the Foundation of Leonardtown Rotary Inc. having charge or control of funds shall give bond as may be required by the Board 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 semi-annual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscription to Rotary International shall be made on July 1st and January 1st.

Section 5 – At a minimum, 30 days prior to the beginning of the new fiscal year, the Board shall prepare, or cause to be prepared, a budget of estimated income and estimated expenditures for the year, which, after having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless changed by action of the Board.

Article XI. Method of Electing Members

Section 1 – ACTIVE MEMBERS

- (a) An active member of the Club may submit the name of a prospective member by completing the “Membership Proposal Form” (RI No. 254-EN) or “Proposed Member Biography” (Club Form) and giving it to the Chair of the Membership Sub-Committee. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
- (b) The Membership Sub-Committee shall meet to consider and report to the Board on the eligibility of the proposed member from the standpoint of classification, and on the eligibility of the proposed member from the standpoint of character, business, social standing, and general suitability.
- (c) The Board shall consider and approve or disapprove the recommendations of the committee and shall then notify the proposer, through the Membership Sub-Committee Chair, of its decision.
- (d) If the decision of the Board is favorable, the proposer, together with the Interview/Indoctrination Officer of the Membership Sub-Committee, shall orient the prospective member to the purpose of Rotary and to the privileges and responsibilities of membership in the Club, following which the prospective member gives their permission for their name and proposed classification to be announced to the Club. The application shall be circulated among the membership for a period covering a minimum of one week’s regular weekly meeting prior to formal acceptance in the Club. There is no minimum or maximum period a prospective member must wait to become an approved member.

- (e) If no written objection to the proposal, stating reasons, is received by the Board from any member of the Club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of his admission fee and dues as prescribed in Article V of these by-laws, shall be considered to be elected to membership.

If any objection has been filed with the Board, it shall consider the same at any regular or special meeting of the Board and shall ballot on the proposed member. If no more than one negative vote is cast by the members of the Board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee and dues, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the Club Secretary shall report the member's name to the Executive Secretary of the District and to the General Secretary of Rotary International.

- (f) The member shall be formally introduced by his sponsor as a new member at a regular meeting of the Club.

Section 2 –HONORARY MEMBERS. The name of a proposed candidate for a Honorary membership shall be submitted to the Board of Directors in writing, and the election shall be in the same form and manner as prescribed for the election of an active member, provided, however, that such proposal may be considered at any regular or special meeting of the Board and that the Board may, at its discretion, waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If no more than two negative votes are cast by the members of the Board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

Section 3 – RE-ELECTION FOR FORMER ACTIVE MEMBER OR ELECTION OF A TRANSFERRING ACTIVE ROTARIANS OF A DIFFERENT CLUB

- (a) The application of a former active member of this Club whose membership was terminated as provided in Article III, Section 3 of the by-laws of Rotary International, or active Rotarian of another Club, shall be considered promptly by the Board and in advance of any other application or proposal under the same classification or another classification.
- (b) At its discretion, the Board may refer any application to the Membership Sub-Committee and the Board may provide for a ten-day period during which any member objecting to the election of the former additional active member shall notify the Board in writing, stating reasons for his objection. At any regular or special meeting, the Board may ballot on any application taking into account, where applicable, reports from the Membership Sub-Committees and any objections files. If no more than two negative votes are cast by members of the Board in attendance at the regular or special meeting, the former active member or members shall be considered duly elected to membership and shall be so notified by the Secretary. In the event any application is rejected, the applicant shall be so notified by the Secretary.

Article XII 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. Unless this article is specifically waived by the President, such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

Article XIII. Order of Business

Section 1 - Regular Meetings – The order of business to be held at regular meetings shall be as follows:

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|--|---------------------------------------|
| (1) Meeting Called to Order | (7) Committee Reports |
| (2) Moment of Silence | (8) Unfinished Business |
| (3) Recital of Pledge of Allegiance | (9) New Business |
| (4) Introduction of Visiting Rotarians | (10) Address or Other Program Feature |
| (5) Introduction of Guests | (11) Recognition of Visitors |
| (6) Correspondence and Announcements | (12) Adjournment |

Section 2 – Board of Directors Meetings - The order of business to be held at Board of Directors meetings shall be as follows:

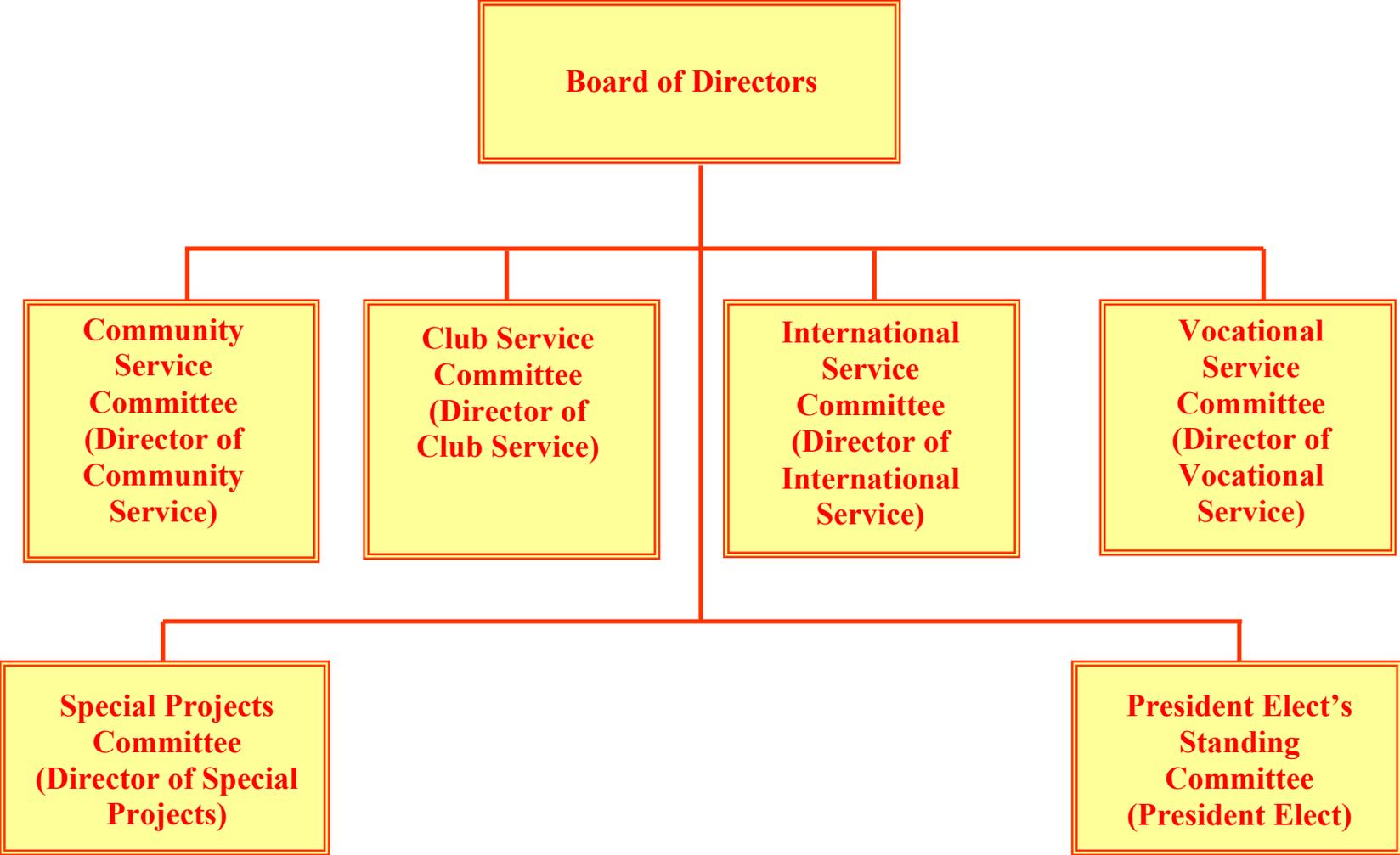
- (1) Meeting Called to Order
- (2) Recognition of any Guests
- (3) Secretary's Report – Reading of Prior Meeting Minutes
- (4) Correspondence and Announcements
- (5) Treasurers Report
- (6) Committee Director's Reports
- (7) Unfinished Business
- (8) New Business
- (9) Adjournment

Article XIV Amendments

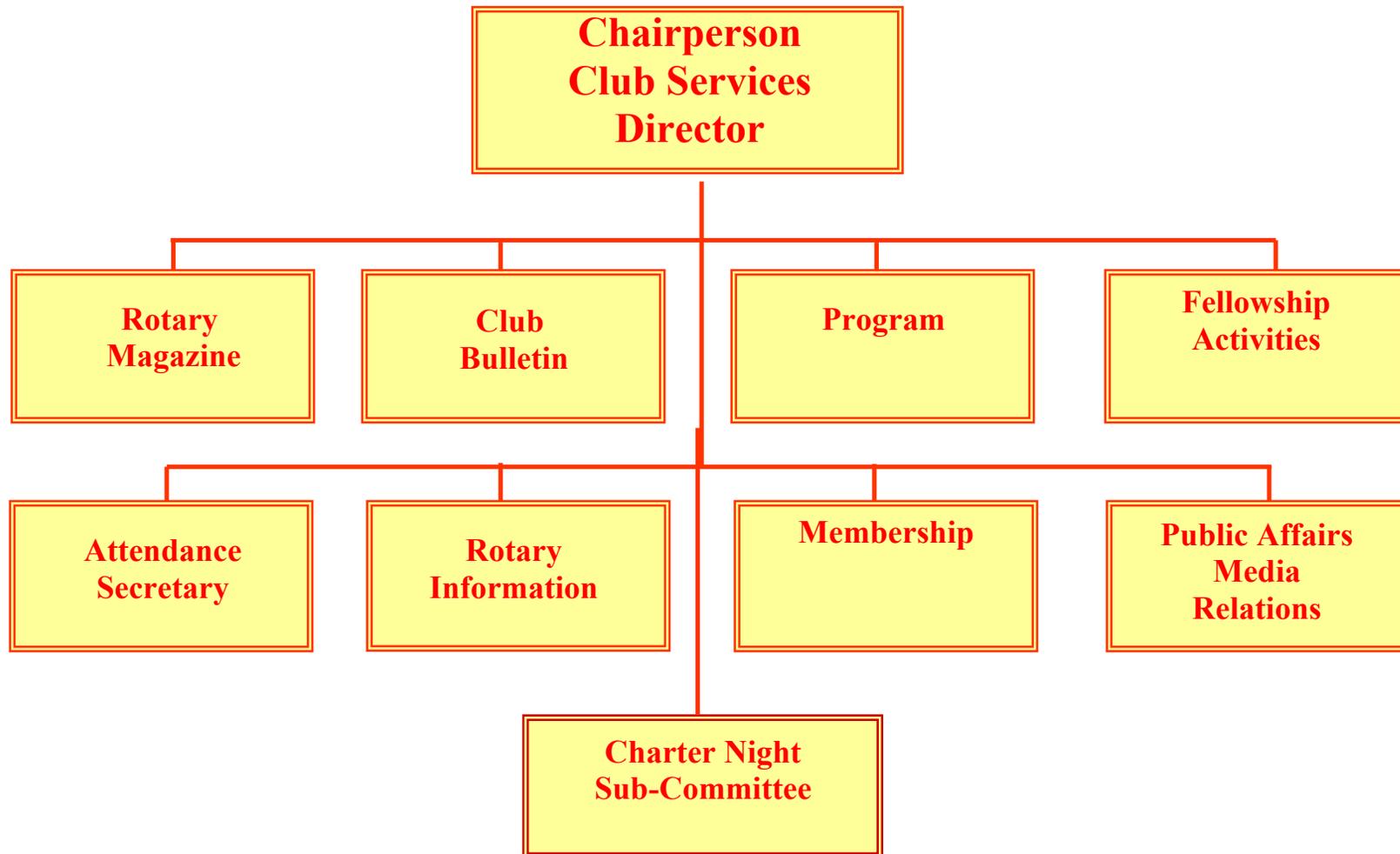
These by-laws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the Club Constitution and with the Constitution and By-laws of Rotary International.

ATTACHMENT 1
ROTARY CLUB OF LEONARDTOWN ORGANIZATION

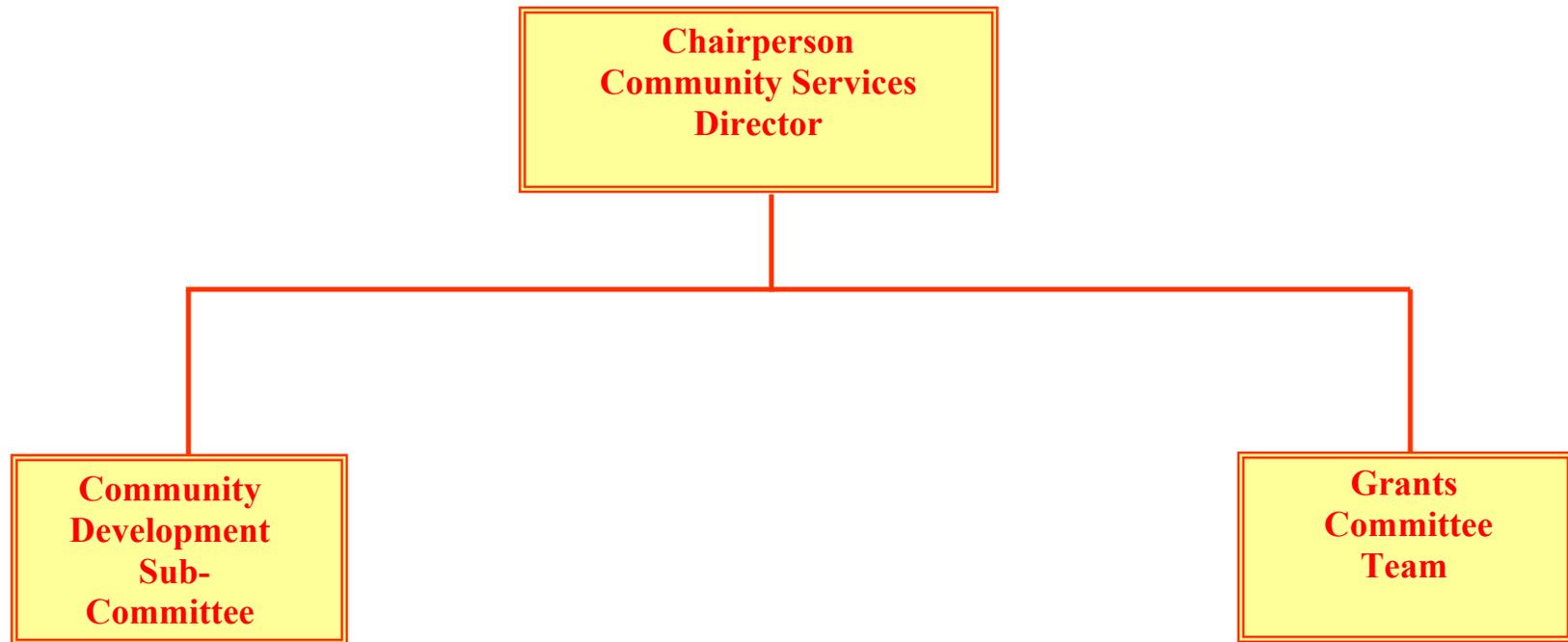
Club Committees



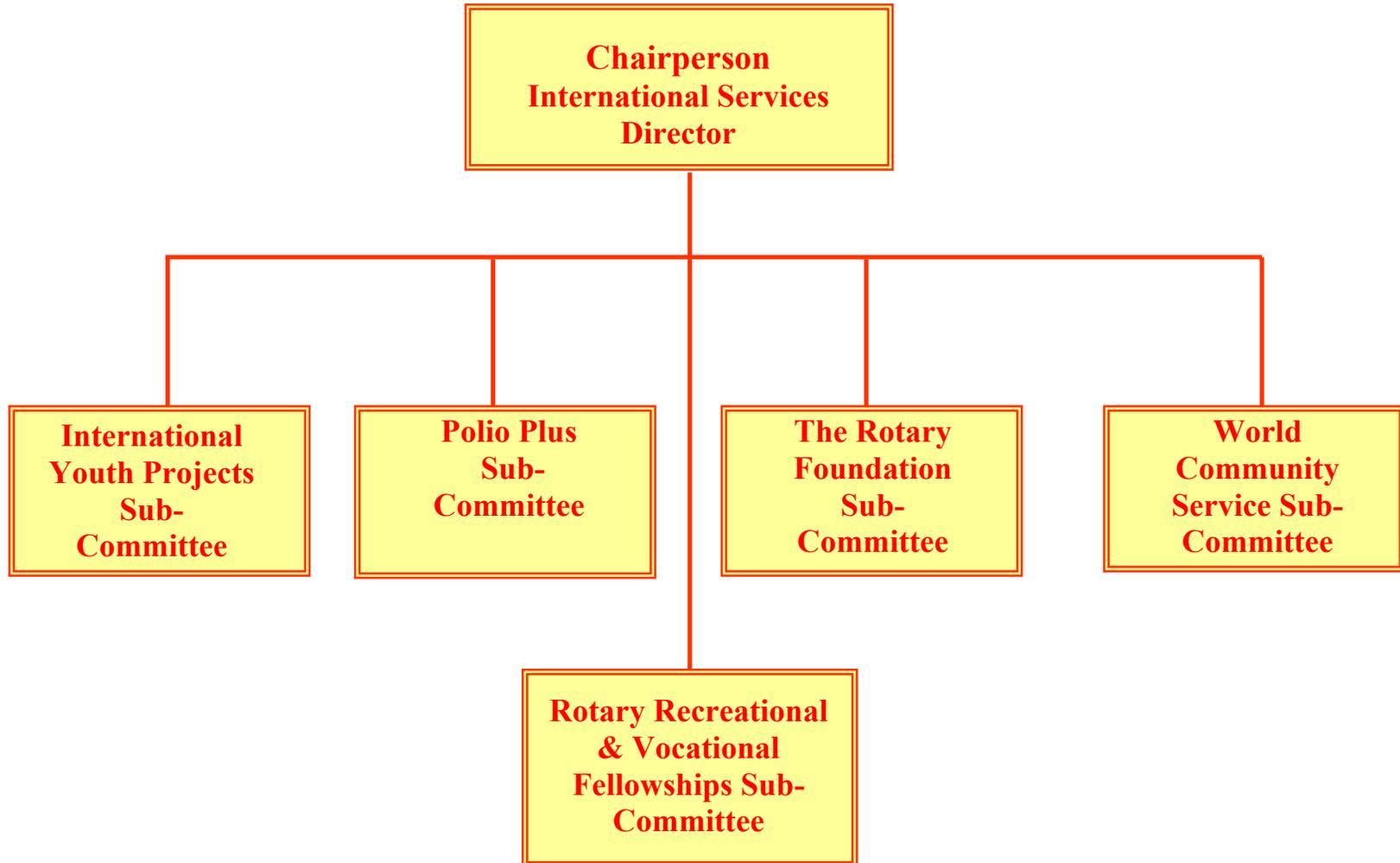
Club Service Committee



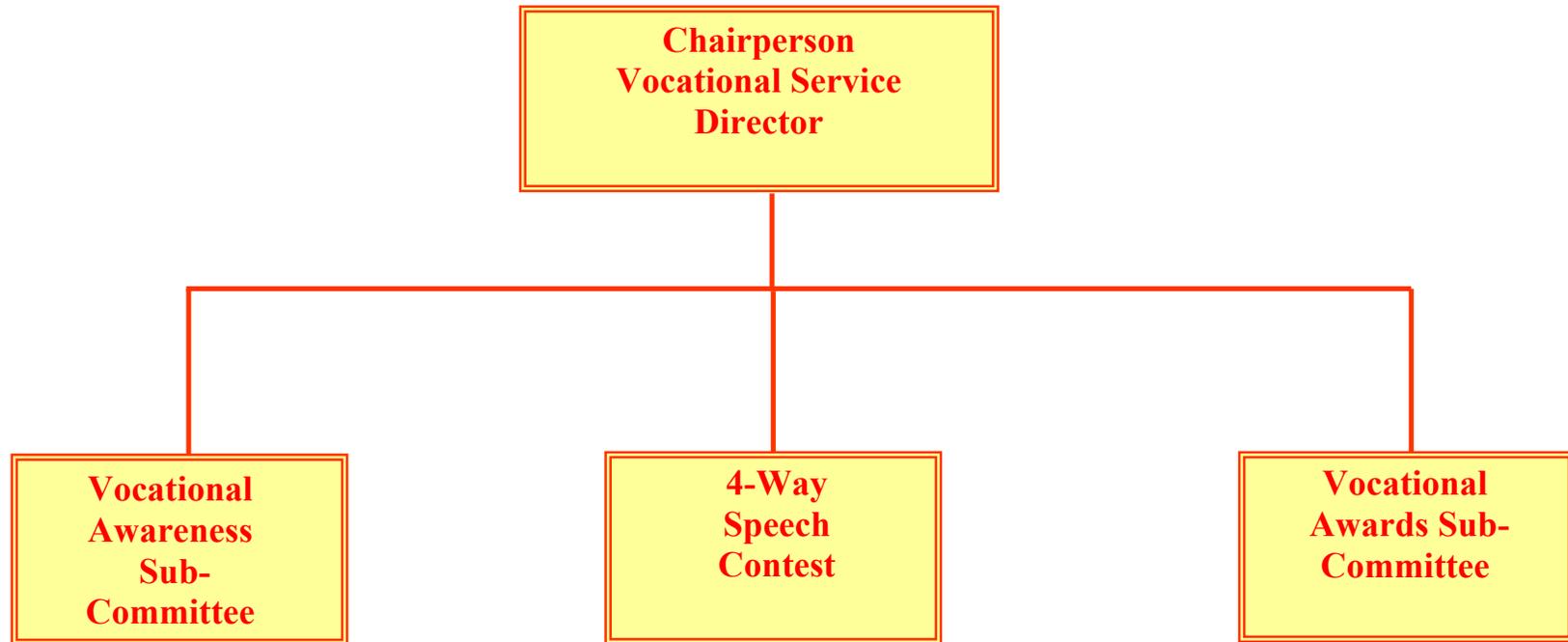
Community Service Committee



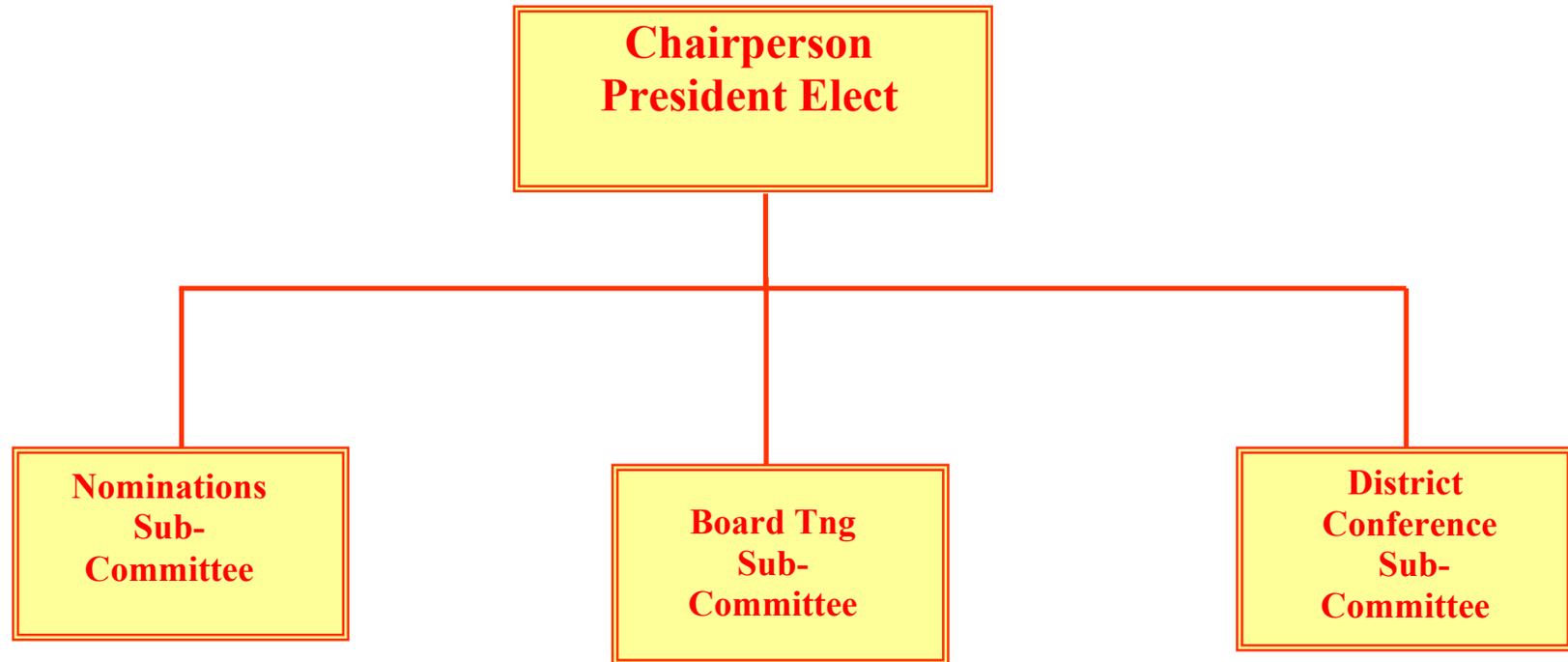
International Service Committee



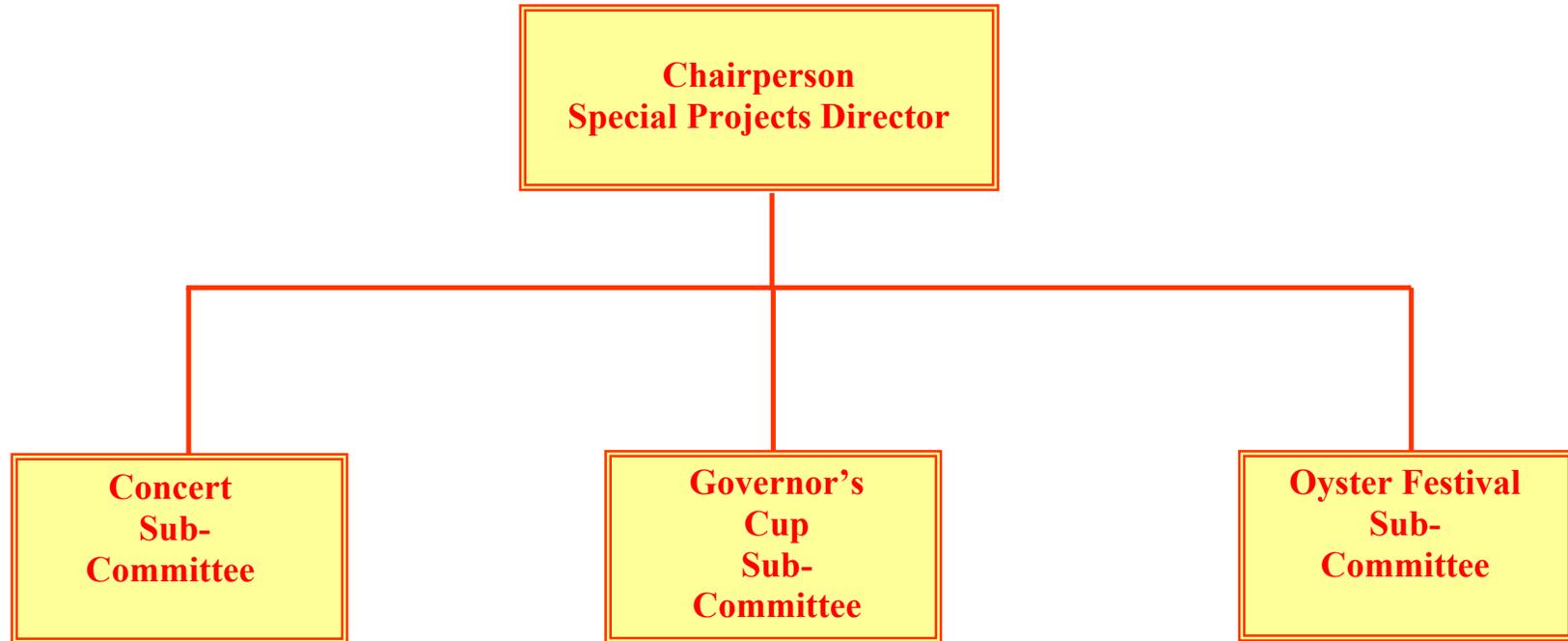
Vocational Service Committee



President Elect Standing Committee



Fund Raising Committee



ROTARY CLUB OPERATIONS
KEY POINTS OF CONTACT

FLOURIDE RINSE PROGRAM

Karla DeSelms – St. Mary’s County Public Schools - kdeselms@mail.smcps.k12.md.us

GROUP STUDY EXCHANGE

Stovy Brown – Southern MD Rep (01-02) – 410-586-1254 – stovy@chesapeake.net

YOUTH EXCHANGE

James Starcher – Inbound Youth Exchange Coordinator – jim.starcher@arbitron.com

GOVERNOR’S CUP

Cathy Grimes – St. Mary’s College –

**CHANGES TO BY-LAWS
SEPTEMBER 2002 UPDATE (OLD VERSION FEBRUARY 2000)**

ARTICLE	SECTION	CHANGE NARRATIVE
III Duties of Officers	1 Pres	1. Added to President's specific oversight – Public Relations 2. General Duties of Officers added.
III	3 Vice Pres	1. Maintained emphasis that VP is Programs Coordinator.
III	4 Secretary	1. Added minutes distribution direction. 2. Deleted requirement for dues notices.
III	5 Treasurer	1. Added requirement for dues notices. 2. Clarified that Foundation pays all grants etc.. Club Treasurer pays all operational costs.
III	6 SAA	1. Specifically assigned "Greeter" responsibility.
IV Meetings	2	1. Changed location of regular meetings to ST. Mary's Hosp. 2. Verbiage added that allows make ups to be other club meetings and functions authorized by the BOD.
V Fees and Dues	2	1. Changed the amount of the annual membership dues to \$160.
VI Committees	ALL	1. Re-aligned references to Committee and Sub-Committees. 2. Removed reference to and description of specific sub-committees being formed.
VI Committees	2	1. Added Lane Directors, within their lane, can appoint Special Committees, subject to Board approval
VII Duties of Directors	1	Added General duties of Directors.
VIII Intentionally Left Blank		Identified as Intentionally Left Blank
X Finances	3	1. Corrected name of Club's Foundation
X	5	1. Specified the time for a new budget to be presented to the Board
XI Member Elections	2	1. Modified to reflect only Active and Honorary members.
XI	3	1. Identified processes to reflect re-election of former active Rotarians from our club and other clubs (transfers).
XIII Order of Bus	1 & 2	1. Clarified order of business for regular and BOD meetings
ATTACHMENT		Added organizational attachment for clarification