

ALBANY ROTARY CLUB, INC.

Amended and Restated By-laws

March 19, 2013

ARTICLE I — ELECTION OF DIRECTORS AND OFFICERS

SECTION 1 — At a regular meeting in November of each year the presiding officer shall ask for nominations by members of the club for president, president-elect, president nominee, secretary, treasurer and 7 members of the board of directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the board 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, president elect, vice president, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for directors receiving a majority of the votes shall be declared elected as directors. The candidate elected as president in such balloting shall be the president-elect and serve as a director 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 and directors, so elected, together with the immediate past president shall constitute the board of directors. The board of directors-elect shall meet within one month after their election.

SECTION 3—A newly elected board member shall serve for a term of three (3) years. A member may serve up to 2 consecutive terms.

SECTION 4 — A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

ARTICLE II — BOARD OF DIRECTORS

SECTION 1 — The governing body of this club shall be the board of directors, consisting of 13 members of this club, namely 7 directors elected in accordance with Article I section 1 of these by-laws, the president, president elect; president nominee, secretary, treasurer and the immediate past president.

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 the office of president

SECTION 2 — PRESIDENT ELECT. It shall be the duty of the president-elect to serve at the disposal of the President and prepare themselves for their upcoming presidency. 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.

SECTION 3 — PRESIDENT NOMINEE. It shall be the duty of the president nominee to serve at the direction of the President and board.

SECTION 4 — PAST PRESIDENT . The Past President shall serve at the pleasure of the President. The Past President's duties may include presiding over regular club meetings in the absence of the President if requested.

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, board and committees, record and preserve the minutes of such meetings, 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 1 and July 1 of each year, and prorated reports on October 1 and April 1 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 of changes in membership, which shall be made to the general secretary of Rotary International, 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 Rotary International subscriptions to the Rotarian, and perform such other duties as usually pertain to the office of secretary.

SECTION 6 — TREASURER. It shall be the duty of the treasurer to have custody of all funds, accounting for the 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. Upon retirement from office, the treasurer shall turn over to the successor or the president all funds, books of accounts or any other club property in the treasurer's possession.

ARTICLE IV — MEETINGS

SECTION 1 — ANNUAL MEETING. An annual meeting of this club shall be held during a normal Tuesday meeting in the month of December of each year at which time the election of officers and director to serve for the ensuing year shall take place

SECTION 2 — REGULAR MEETINGS The regular weekly meetings of this club shall be held on Tuesday at 12:00 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 duly excused member) in good standing in the club, on the day of the regular meeting, must be counted as present or absent. Club members must attend at least 50% of the club's meetings to remain in good standing.

SECTION 3 — QUORUM AT A MEMBERSHIP MEETING. One third of the membership shall constitute a quorum at the annual and regular meetings of the club.

SECTION 4 — BOARD MEETINGS. Regular meetings of the board shall be held monthly. 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. The presence of a quorum of the Board shall be sufficient evidence of due notice of a special meeting.

SECTION 5 —BOARD QUORUM. A majority of the duly elected board members shall constitute a quorum of the board.

ARTICLE V — FEES AND DUES

SECTION 1 — The initiation fee shall be established and adjusted from time to time by the board and said fee shall be paid before the applicant can qualify as a member.

SECTION 2 — The membership dues shall be established and adjusted annually and are payable annually with an understanding that a portion of each payment shall be applied to each members subscription to the RI official magazine.

SECTION 3—The Secretary shall send invoices to members shall be distributed by July 1 of each year and made payable no later than September 30.

ARTICLE VI — METHOD OF VOTING

SECTION 1—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.

SECTION 2 Board resolutions may be adopted by email vote at the request of the President, with the issue to be voted upon distributed by email from the President;

provided that each member of the board specifically responds to the email requesting a vote and provides a vote for or against by email copied to all other board members. The Secretary shall document any vote so taken with the next Board minutes.

SECTION 3—In any vote of the board or the membership, the majority by number of those present after having obtained a quorum shall be sufficient to pass the vote.

ARTICLE VII — FOUR AVENUES OF SERVICE

The four Avenues of Service as designated by RI 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 shall be active in each of the four Avenues of Service.

ARTICLE VIII — COMMITTEES

SECTION 1 — 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. These appointments are for the year beginning July 1 of the President-elect's term of office. It is recommended that the chair have previous experience as a member of the committee.

Chairs of Standing Committees should be current Board members. Standing Committees are as follows:

Administration

This committee is responsible for the conduct of regular club meetings, including room setup and take-down, speakers, programs, managing club communications, tracking and reporting meeting attendance, and related functions.

Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

Club 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.

□ 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.

□ The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

SECTION 2 — Additional 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 THE COMMITTEES

The duties of all committees shall be established by the board. 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.

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 Up to 6 months. A leave may be extended upon request and at the discretion of the board. Excused members are not included in attendance reports to RI.

ARTICLE XI – TERMINATION OF MEMBERSHIP

SECTION 1—A member may resign by submitting their written resignation to the board. The board will vote to accept the resignation at the next board meeting.

SECTION 2—A membership may be terminated, or suspended by action of the Board pursuant to the requirements of ORS 65.167 or any replacement thereof.

ARTICLE XII — FINANCE

SECTION 1—BUDGET. Prior to the beginning of each fiscal year and no later than May 30, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board of directors . 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—FUNDS. The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

SECTION 3 — EXPENDITURES. All expenditures bills that are not included in the previously approved budget shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors. For the purposes of such approval, email approval shall be sufficient provided that the approval is given in writing and copied to the remaining Board members, and the approval is documented by the Secretary with the next board minutes.

SECTION 4—EXTERNAL REVIEW OF FINANCES. On the vote of the Board, a thorough review of all financial transactions by a qualified person shall be made once each year.

SECTION 5—TREASURERS BOND. Officers having charge or control of club funds shall be bonded as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

SECTION 6—The fiscal year of this club shall extend from 1 July to 30 June, The payment to Rotary international of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

ARTICLE XIII — METHODS OF ELECTING MEMBERS

SECTION 1 — Active members shall elect new members (Active and Honorary classes) through the following process:

- (A) 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 shall be kept confidential except as otherwise provided in this procedure.

- (B) The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.
- (C) 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.
- (D) 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.
- (E) 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 initiation 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 initiation fee (if not honorary membership), shall be considered to be elected to membership.
- (F) Following the election, the Chair of the Membership Committee 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.
- (G) The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

ARTICLE IX — RESOLUTIONS AND SUBSCRIPTIONS

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 X — ORDER OF BUSINESS OF REGULAR CLUB MEETING

Meeting called to order

Introduction of Visiting Rotarians and guests

Correspondence and announcements

Committee reports, if any

Any unfinished business

Any new business

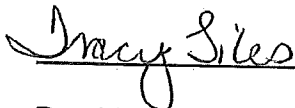
Address or other program feature

Adjournment

ARTICLE XI — 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 or emailed to each member at least 10 days before voting. No amendment or addition to these by-laws can be made which is not in harmony with the constitution and by-laws of Rotary International.

APPROVALS:



President, Albany Rotary Club Inc.

Date: 3/19/2013