



# Bylaws of the Rotary Club of West Chester PA

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Rotary International Charter Chapter Number 910

Approved December 13, 2018

**Bylaws of the Rotary Club of West Chester, PA**  
**(Rotary International Charter Chapter Number 910)**

**Article 1. Definitions**

1 RI	Rotary International, a service organization headquartered in Evanston, IL
2 Club	The Rotary Club of West Chester, chartered by RI as its charter member #910
3 District	District 7450 of RI, to which the Club belongs
4 Constitution	The Constitution of the Club
5 Bylaws	These Bylaws of the Club
6 Board	The Board of Directors of the Club
7 Director	A member of the Club's Board of Directors (16 individuals)
8 Officers	The President, Immediate Past-President, President-Elect, Vice President, Secretary, Treasurer and Sergeant at Arms of the Club
9 Directors-at-large	Directors other than the Officers (nine individuals)
10 Member	Any and all Club members, other than honorary members
11 Rotary Year	Any twelve-month period beginning on July 1 <sup>st</sup>
12 Volary	The weekly bulletin distributed by the Club to all Members
13 Regular Meeting	A duly scheduled weekly meeting of the Members
14 Annual Meeting	The annual meeting where the Board is elected
15 Special Meeting	A meeting of the Members duly called to consider a specific Club matter
16 Vacancy	Any unfilled position for the Board
17 Board Quorum	A simple majority of Directors
18 Membership Quorum	One-third (1/3) of all Members

**Article 2. Board**

The governing body of this Club is its Board.

**Article 3. Elections and Terms of Office**

Section 1 – The nominating committee for the election of the Board shall consist of the three (3) most recent active past Presidents, the President-Elect and the Vice President. The nominating committee will select its chair among its five (5) members.

Section 2 – No later than one month before elections, Members shall nominate candidates for President, President-Elect, Vice President, Secretary, Treasurer, Sergeant at Arms and any open Director positions. The nominations may be presented by the nominating committee, by Members from the floor, or both. The Immediate Past President position is filled automatically.

Section 3--At the annual meeting the membership will vote by voice assent (or ballot if there is more than one candidate for any position) to select the officers and directors for the subsequent Rotary Year.

Section 4— The candidate who receives a majority of the votes for each office shall be declared elected to that office. Those elected shall serve the ensuing Rotary Year.

Section 5 -- Elections shall be held by December 31<sup>st</sup> of each year.

Section 6 – If there is any Vacancy, the remaining members of the Board shall appoint a Replacement, who shall serve until the next election.

Section 7 – All Directors shall be elected for one year. No Director-at-large shall serve more than four consecutive years.

Section 8—The Board may authorize the conduct of elections by electronic means

#### **Article 4. Duties of the Officers**

Section 1 – The President presides at Club Meetings and Board Meeting, is an ex-officio member of all committees and performs other duties associated with the office of President.

Section 2 – The immediate Past President serves as a Director on the Club Board.

Section 3 – The President-Elect prepares for his or her year in office, serves as a Director and serves as representative for Service Projects. The President-Elect presides at Club and Board meetings when the President is absent. In the absence of the President-Elect, the Vice President shall preside.

Section 4 – The Vice President serves as an officer on the Board and serves as representative for Club Administration

Section 5 – The Treasurer oversees all funds and provides monthly and annual accounting of them, prepares the budget and supports the audit committee.

Section 6 - The Secretary keeps membership and attendance records, invoices and collects annual dues, records and preserves minutes of board meetings, provides monthly attendance report, presents names of prospective members to the board and performs other duties associated with the office of secretary.

Section 7 – The Sergeant-at-Arms attends to meetings' organization, and maintains order in Club Meetings.

Section 8 – A Director attends and votes at Club and Board meetings.

**Article 5. Meetings**

Section 1 – An Annual Meeting of this Club shall be held no later than 31 December to elect the Board, which will serve for the next Rotary Year.

Section 2 – This Club shall hold Regular Meetings. Reasonable notice of any change or cancellation of the Regular Meeting will be given to all Club Members.

Section 3 – Board meetings shall be held each month as deemed necessary by the President and the Board. Special meetings of the Board shall be called with reasonable notice by the President or upon the request of two Directors.

**Article 6. Dues**

All Members except the President, Secretary, Treasurer and Sergeant-at-Arms are responsible for their membership dues. The membership dues shall be payable to the Club on or before July 1, or semi-annually on the first day of July and of January, or such other schedule as the Board may from time to time approve.

**Article 7. Business of the Club**

Any business requiring a membership vote is conducted by voice vote or a show of hands at a meeting where a Membership Quorum is present. Any business requiring a vote by the Members shall be preceded by a Board review.

**Article 8. Committees**

Section 1 – Club committees coordinate efforts to achieve the Club's annual and long-term goals.

Section 2 – The President is an ex officio Member of all committees and, as such, has all the privileges of membership therein.

Section 3 – Club committees shall be appointed by the Board or the President. Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, supervises annual budgets, and reports to the Board or its appointed representative on relevant committee activities.

Section 4 – Unless specifically authorized otherwise by the Board, committees shall insure appropriate notices, required attendance, and good communications among committee members, and allow for voting by electronic means.

**Article 9. Finances**

Section 1 – Before each fiscal year starts, the Board shall approve an annual budget of estimated income and expenditures.

Section 2 – The Treasurer shall deposit Club funds in a financial institution or institutions designated by the Board, segregated into two ledgers: one for Club operations and one for service projects.

Section 3 – Bills are paid by the Treasurer, or another Officer authorized by the Board. Certain expenditures will require a second signature. Amount to be determined by the board.

Section 4 – A qualified person designated by the Board shall conduct a thorough annual review of all financial transactions.

Section 5 – Club Members shall have access to an annual financial statement of the Club posted on the club website.

Section 6 – The Club's fiscal year spans from 1 July to 30 June, in concert with the Rotary Year.

Section 7 – Officers in charge or control of the Club funds shall give bond as may be required by the Board from time to time. The burden of such bond shall be borne by the Club.

#### **Article 10. Method of Electing Members**

Section 1 – The only mandatory qualifications for membership are that Rotarians must be adults who have demonstrated good character, integrity and leadership; have a good reputation in their business, profession and community; and be willing to serve in their community and around the world.

Section 2 – Any Member may sponsor a candidate for membership.

Section 3 – The Membership shall be notified for two consecutive weeks of the names of any candidates for Membership.

Section 4 – The Board shall approve or reject the candidate's Membership within 90 days of receiving a completed membership application, and shall notify the sponsoring Member of its decision.

Section 5 – If the Club approves the candidate's Membership, he or she shall be invited to join the Club.

Section 6 – The Board shall also approve all honorary memberships as provided by the Rotary Club Constitution.

#### **Article 11. Indemnification**

Section 1 – The Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, Member, Volunteer or employee of the Club against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding to have

acted with gross negligence; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

Section 2 – The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3 – No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 4 – This Article constitutes a contract between the Club and the indemnified Officers, Directors, Members, volunteers and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Director, Member, volunteer or employee under this Article shall apply to such Officer, Director, Member, volunteer or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

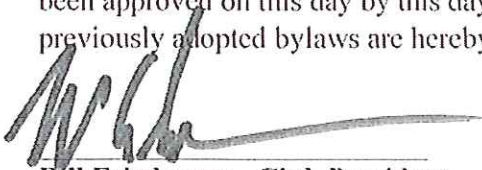
#### Article 12. Amendments

Section 1 - These Bylaws may be amended at any regular meeting of the Club, a quorum being present, by a 2/3 vote of all member present. The proposed amendments shall have been provided to each Member at least two (2) weeks before such meeting, together with notice of time and place for the meeting.

Section 2 - No amendment, deletion or addition to these Bylaws shall be made which is not in harmony with the standard Rotary Club Constitution and with the constitution and Bylaws of RI. Notifications, communications and voting by electronic means and absentee ballots are permitted, as further provided by the Board of Directors.

#### Article 14. Adoption

And now, this 13<sup>th</sup> day of Dec, 2018, these Bylaws are hereby adopted, having been approved on this day by this day by two-thirds vote of all members present. Any and all previously adopted bylaws are hereby rescinded in their entirety.



Bill Friedmann, Club President



Sue Casso-Rogers, Club Secretary