**BYLAWS OF THE ROTARY CLUB**

**OF WHITE PLAINS, NEW YORK**

Adopted August 22, 1994

Amended December 2, 2008

Amended May 25, 2010

ARTICLE I

ELECTION OF DIRECTORS AND OFFICERS

Section 1. At the annual meeting of the club held on the first Tuesday in December, the presiding officer shall ask for nominations for president, president-elect, vice-president, secretary, treasurer and four new directors. A Nominating Committee shall be appointed each year by the president, consisting of five members, three of whom shall be past presidents. The Nominating Committee has the responsibility of making recommendations to the board of directors for the officers and new board members for the ensuing club year, commencing the following July 1. In formulating its recommendations, the nominating committee shall undertake a comprehensive review of the entire club membership. These recommendations shall be submitted to the board of directors prior to its October meeting, so that the Board may have sufficient time to deliberate prior to the annual meeting in December, at which the nominating committee shall present its nominations. Nominations from the membership at large may also be made at the annual meeting in December. If the total number of nominations is equal to the number of positions to be filled, the elections may proceed. If the total number of nominations is greater than the number of positions to be filled, the nominations shall be placed on a ballot in alphabetical order under each office. The annual meeting shall then be recessed and then reconvened one week later for the purpose of holding the election. 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 the four directors’ positions receiving the largest number of votes shall be declared director-elect. The terms of all elected officers and directors shall begin on the following July first; the terms of the officers shall be for one year; the terms of the directors shall be for three years.

Section 2. A vacancy in the board of directors or any office shall be filled by action of the board at any time during the year.

Section 3. Promptly after its election the Board may elect additional members who have served Rotary with unusual and special distinction.

ARTICLE II

BOARD OF DIRECTORS

Section 1. The governing body of this club shall be the board of directors, consisting of eighteen (18) members of this club, namely, twelve (12) directors and the president, vice-president, president-elect, secretary, treasurer and immediate past president, all elected in accordance with Article I, Section 1 of these bylaws, plus such members as may have been elected under the provision of Article I, Section 3.

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 preside at meetings of the club and the board in the absence of the president and to perform such other duties as may be prescribed by the president and the board.

Section 3. *Vice-President.* It shall be the duty of the vice-president to serve as a member of 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 board; record and preserve the minutes of board meetings; make the required reports to Rotary International, including the semiannual reports of membership on January 1st and July 1st each year; the monthly report of membership and attendance at the club meetings, which shall be made to the district governor immediately following the last meeting of the month; and perform such other duties as usually pertain to this office. The secretary shall be an *ex officio* member of the attendance committee and the membership committee.

Section 5. *Treasurer.* It shall be the duty of the treasurer to have custody of all funds, accounting for same to the board quarterly, and to perform such other duties as pertain to his/her office. Upon his/her retirement from office he/she shall turn over to his/her successor or to the president all funds, books of accounts or any other club property in his/her possession. The treasurer shall be an *ex officio* member of the finance committee.

ARTICLE IV

MEETINGS

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

Section 2. The regular weekly meetings of this club shall be held as follows: Tuesday, 12:15 P.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 for good cause) 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 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.

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 of directors shall be held monthly and at such other times and places to be determined by a quorum of the board. Special meetings of the board of directors 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 V

FEES AND DUES

Section 1. An admission fee set by the board of directors shall be paid before an applicant can qualify as a member.

Section 2. The membership dues shall be payable in whole on the first day of July, or semiannually on the first day of July and of January, with the understanding that a portion shall be applied to each member’s subscription to the official Rotary International magazine.

ARTICLE VI

METHOD OF VOTING

The business of this club shall be transacted by *viva voce* vote except for a contested election of officers and directors, which shall be by ballot.

ARTICLE VII

COMMITTEES

Section 1. (a) The president shall, subject to the approval of the board, appoint standing committees through which the work of the club is carried out. The club’s standing committees are grouped under the following functional divisions:

 - Membership

 - Public Relations

 - Club Administration

 - Service Projects

 - The Rotary Foundation

A director of each of the divisions shall be appointed, to be responsible for monitoring the functioning of each of the committees within his/her respective division.

(b) With the approval of the board, the president may appoint, from time to time, special committees for time-limited studies and projects. Such committees will cease to exist once their assignments have been completed.

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

(d) 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.

(e) Following January 1 each year, the president, president-elect, vice-president and directors of the five divisions will confer to assign club members to each of the standing and special committees, for the club year commencing the following July 1. There are no limits on the number of terms that any member may serve on any particular committee, although the benefits of rotation and change of membership on individual committees are to be kept in mind when establishing committee rosters.

(f) Each committee shall hold at least one meeting per year.

(g) Each committee shall submit to the president a written annual report by May 31.

Section 2. Membership Division

(a) *Membership Committee.* The membership committee shall consider all proposals for membership and shall investigate the character, business, social and community standing and general eligibility of all persons proposed for membership, and shall report its recommendations to the board.

(b) *Classification Committee.* The classification committee is responsible for undertaking the annual classification survey; for informing the membership development committee and the board of unfilled classifications; and for reviewing all proposal cards from the standpoint of classification and designating the appropriate classification.

(c) *Membership Development Committee.* The membership development committee shall seek to recruit new members of outstanding character and high professional standing. It shall seek to devise and propose efforts to increase membership. It shall present to the board the names of suitable persons to fill unfilled classifications.

(d) *Induction Committee.* It is very important that new members obtain a comprehensive briefing on Rotary International. The members of this committee are responsible for this function. This includes informing new members about the history and objectives of Rotary International, our district and the club. The responsibilities of club members, including in particular participation in club activities and financial support shall be stressed. This committee shall also plan the induction ceremonies for new members.

Section 3, Public Relations Division

(a) *District Affairs Committee.* This committee shall keep the members of the club informed of District activities and seek maximum support of such activities. It shall collaborate with District leadership in the planning of District events.

(b) *Publicity Committee.* This committee is responsible for maximizing publicity about the club in the local media, including daily and weekly newspapers, radio stations and cable TV stations. The Public Relations Committee shall also keep the editors of the District Digest informed about club activities.

Section 4. Club Administration Division

(a) *Attendance Committee.* Regular attendance requirements are defined in the Rotary Club Constitution. The Attendance Committee shall make sure that the members of the club meet the required conditions. It shall report violations to the board of directors. The Attendance Committee shall also seek to maximize attendance and report the attendance rates to the board. The secretary shall be an *ex officio* member of the Attendance Committee.

(b) *Bulletin Committee.* This committee is responsible for the publication of the weekly Bulletin which shall contain a report on the previous meeting and provide other information of general interest to the members of the club. Information on the programs planned for the next three meetings shall also be listed.

(c) *Finance Committee.* The Finance Committee is responsible for managing the finances of the club. This includes the review of the financial statements of the club and making such recommendations to the board of directors as it may deem appropriate. Prior to the beginning of each fiscal year, the president, president-elect and the finance committee jointly shall prepare a budget of estimated income and expenses for the coming year, and shall advise the board of directors and the applicable committees the amounts expected to be available for the service purposes of the club. The budget shall be submitted to the board for approval in July. Once approved, the budget shall stand as the limit of expenditures for purposes specified unless otherwise ordered by action of the board. The treasurer shall be an *ex officio* member of the Finance Committee.

(d) *Health and Welfare Committee.* This committee shall extend appropriate amenities to ill members. It shall also extend appropriate amenities to members and/or their families in times of happiness, sorrow or need.

(e) *Program Committee.* This committee is responsible for planning all programs of the club. This includes programs related to the four Rotary avenues of service, club assemblies, new member biographies, occasional programs of entertainment and others. In the discharge of this responsibility, the Program Committee shall be attuned to the interests of the club and maintain effective liaison with the board of directors and the applicable committees of the club.

(f) *Sergeant-at-Arms Committee.* This committee is responsible for scheduling two club members to staff the reception - sign-in table for each regular club meeting. These persons shall be responsible for collecting the price of tickets and for completing the financial report on funds collected for lunch. Funds collected shall be turned over to the treasurer or his/her representative. The two designated members shall also discharge certain other required duties at the reception table.

(g) *Social Activities Committee.* This committee has the responsibility of planning and organizing the social activities of the club, which shall provide for the participation of the families of club members. The social activities committee shall initiate its planning activities very early during the Rotary year and then make appropriate recommendations including dates to the board of directors.

Section 5. Service Projects Division

(a) *Fundraising Committee.* This committee has the responsibility for developing, planning and managing the club’s fund-raising events. The objective of this committee is to generate funds for the needs of the club’s commitment to community and international service and for the provision of scholarships to students from White Plains high schools. This committee is also responsible for making recommendations to the board of directors with regard to appeals for financial support to club members including planned giving.

(b) *Local* *Community* *Service Projects Committee.* This Committee is responsible for initiating and developing community service projects and reviewing requests for financial support which come from local charitable organizations. The committee is responsible for formulating recommendations to be submitted to the board of directors which will determine appropriateness and funding.

(c) *Vocational Service Committee.* Vocational service is one of the four Rotary Avenues of Service. This committee shall undertake a study of particular programs or projects to implement this Rotary International requirement. In doing so, this committee shall seek guidance from Rotary International, the District and other clubs. At the completion of the study the committee shall submit recommendations to the board of directors. After such recommendations have been approved, the vocational service committee will undertake the necessary steps for implementation.

(d) *World Community Service Committee.* This committee is responsible for exploring and selecting projects in other countries in conjunction with a Rotary club in the designated region. The committee is also responsible for reviewing projects and requests for funding that come from the District and Rotary International. The committee is responsible for formulating recommendations to be submitted to the board of directors which will determine appropriateness and funding.

Section 6, The Rotary Foundation Division

(a) *Rotary Foundation Committee.* The Rotary Foundation committee shall encourage the members of the club to support the Rotary Foundation.

(b) *Scholarship Committee.* This Committee shall conduct a program of interviewing high school seniors recommended by their principals for consideration as candidates for scholarships. The total amount to be awarded shall be based on figures determined by the finance committee. The committee shall organize the annual scholarship awards meeting. The committee shall monitor the scholarship performance of students who have been awarded scholarships and invite them to report before the club membership.

ARTICLE VIII

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 period of time.

ARTICLE IX

FINANCES

Section 1. The treasurer shall deposit all funds of the club in a bank or banks to be selected by the board. A copy of the bank statement(s) shall be included in the treasurer's periodic report to the board.

Section 2. All bills shall be paid only by checks signed by the treasurer or other authorized officer upon appropriate vouchers.

Section 3. An accounting review by a certified public accountant or other qualified person shall be made once each year, unless the board of directors decides otherwise.

Section 4. The president, treasurer and the secretary shall be authorized check signers. The board may authorize additional signatories at its discretion. 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, the cost of the bond to be borne by the club.

Section 5. The fiscal year of this club shall extend from July 1st to June 30th of the ensuing year, 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. 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.

ARTICLE X

METHOD OF ELECTING MEMBERS

Section 1. Active members

(a) The name of a prospective member proposed by an active member of the club, or by recommendation from the secretary of another Rotary Club of which an individual has been a member, shall be submitted to the Club secretary in writing. The proposal shall be kept confidential temporarily except as otherwise provided in this procedure.

(b) The application shall be forwarded to the classifications committee to assess eligibility of the proposed member from the standpoint of classification and to assign a classification.

 (c) The application then shall be forwarded to the membership committee to determine if the proposed member meets the eligibility qualifications as put forth in the Rotary International bylaws. This process shall provide for the sponsor to elaborate on the qualifications of the proposed member.

(d) The recommendation of the Membership Committee as to whether to accept or reject an application then shall be forwarded to the board to consider and approve or disapprove the recommendation of the Membership Committee.

(e) If the decision of the board is favorable, the name of the proposed member and his/her classification is to be published to the club. If no written objection to the proposal, stating reasons, is received by the board from any active member of the club within ten (10) days following publication of the name of the prospective member, the club secretary shall inform the proposer who shall then inform the applicant of the decision. The sponsor is then responsible to bring the applicant to a pre-induction meeting to be scheduled by the Induction Committee.

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 not more than two negative votes are cast by the members of the board in attendance at such regular or special meeting, the proposed member shall be accepted..

(f) If, after having attended the pre-induction meeting, the proposed member wishes to accept the invitation to join, with payment of admission fee and dues as prescribed in Article V of these bylaws, that individual shall be considered to be elected to membership.

(g) Following the member's acceptance into the club, the club secretary shall issue a membership card to the member and shall report his/her name to the General Secretary of Rotary International.

(h) The new member shall be formally inducted at a regular meeting of the club.

Section 2. Honorary Members

The board has the option of electing honorary members each Rotary year. These shall be individuals who have served this community or Rotary in exemplary fashion. Honorary members have no vote and are not required to pay dues.

ARTICLE XI

RESOLUTIONS AND CONTRIBUTIONS

Section 1. No resolution or motion to commit this club on any matter shall be considered by the club. Such resolutions or motions, if offered at a club meeting, shall be referred without discussion to the board which has the sole authority to make commitments for the club

Section 2. Any appeal to the club, or to its members as Rotarians, for charitable or other contributions shall be handled in accordance with the procedure prescribed in Section 1 of this article.

ARTICLE XII

ORDER OF BUSINESS

All general club meetings shall start with the pledge of allegiance, a patriotic anthem and an invocation.

ARTICLE XIII

PROTOCOLS

Section 1. The list of members of the club shall not be used by anyone for commercial, political or fundraising purposes.

Section 2. No member of the club shall take any action which might reasonably be construed as acting on behalf of the club without prior approval from the president or the board of directors.

Section 3. In the conduct of correspondence on behalf of the club, only the official club stationery shall be used.

Section 4. The custody, retention and destruction of club records shall be governed by guidelines approved by the board of directors.

ARTICLE XIV

AMENDMENTS

These bylaws may be amended at any regular club meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been sent via mail, email or fax 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 standard Rotary club constitution and with the constitution and bylaws of Rotary International.

Amendments approved by the membership at the meeting of May 25, 2010