

**BYLAWS OF THE ROTARY CLUB OF
ALLENTOWN WEST - WESTERN LEHIGH COUNTY, PA.**

Definitions:

1. **Board:** The Board of Directors of this club.
2. **Director:** A member of this club's Board of Directors.
3. **Member:** A member, other than an honorary member, of this club.
4. **Ri:** Rotary International.
5. **Year:** The twelve-month period that begins on 1 July.

Article I Election of Directors and Officers.

Section 1 - At a regular meeting in November, one month prior to the meeting for election of officers, the presiding officer should ask for nominations by members of the Club for President, President-elect, Vice-president, Secretary, Treasurer, Sergeant-at-arms, and four Directors-at-large who, along with the Immediate Past President, will constitute the Board of Directors. One Director-at-Large will be elected to progress through the ranks of Vice-president, President-elect and President.

The nominations may be presented by a nominating committee or by members from the floor. The make-up of the nominating committee will be the two immediate Past Presidents, and the President-elect, with the immediate Past President serving as Chair. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the December annual meeting. Note that more candidates may be listed than positions available. The candidates for positions listed above receiving the majority of the votes, shall be declared elected to their respective offices.

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 election, and shall assume office as president on the first day of July immediately following the 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.

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.

Section 5 - Any standing committee chairpersons, other than those named under Article II, shall be appointed by the President and if asked to attend Board meetings will have no voting privileges.

Article II Board of Directors

The governing body of the Club shall be the Board of Directors elected in accordance with article I, section 1, of these bylaws. The composition of the club's board of directors will be President, President-elect, Vice President, Secretary, Treasurer, Sergeant-at-Arms, the Immediate Past President and the four Directors-at-large who will be appointed to chair the Service Projects, The Rotary Foundation, Public relations and Fund Raising committees. These are the eleven (11) voting members. Upon taking office the President-elect will be the chair of the club's Administration committee, the Vice President will be the chair of the club's Membership committee.

Article III Duties of Officers

The Officers and Directors of the club will ensure that the club operates within the guidelines of RI, the District 7430 Procedures & Guidelines, and its own constitution.

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 pertains to the 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, to preside at meetings of the club in the absence of the president, to be the chair of the club's Administration committee, and to perform such other duties as may be prescribed by the President of the Board.

Section 3 - *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and Board in the absence of both the President and the President-elect, to be the chair of the club's Membership committee, and to perform such other duties as ordinarily pertains to the office of vice-president.

Section 4 - *Secretary*. It shall be the duty of the secretary to keep membership records; record the attendance at meetings and report attendance status as requested by the Board; send an updated membership roster to club members when changes in membership occur; 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 including 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/or the President, and to perform such other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts or any other club property.

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

Article IV Meetings

Section 1 - *Annual Meetings*. An annual meeting of this club shall be held on the 2nd Wednesday in December in 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 on WEDNESDAY at 7:30 AM.

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 article VIII, section 2 (b) of the Club's 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 Club's constitution, article VIII, Section 1.

Section 3 - One third of the membership shall constitute a quorum at the annual and regular meetings of this club. Half of the membership plus one present at the annual or regular meetings shall constitute a quorum to amend these bylaws, per Article XV.

Section 4 - Regular meetings of the Board shall be held on a monthly basis. 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.

Article V Fees and Dues

Section 1 - The admissions fee shall be set by the board and is to be paid before the applicant can qualify as a member.

Section 2 - The per annum membership dues shall be set by the board and be payable semiannually on the first day of July and of January, with the understanding that an amount established by RI 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 viva voce 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 viva voce vote.

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)

Article VII Four 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 through the club committee and subcommittee structure.

Article VIII Committees

Section 1 - Club committees are charged with carrying out the annual and long-range goals of the club. The Nominations Committee composed of the president-elect, the two immediate past presidents and the Board 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 continuity and 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. It is recommended that the chair have previous experience as a member of the committee. Standing committees of the Board should be appointed in accordance to Article II as follows:

- **Club Administration** -- chaired by the President-elect -- This committee should conduct activities associated with the effective operation of the club, including the administration, maintenance and regular update of the club's Web site.
- **Membership** -- chaired by the Vice President -- This committee should develop and implement a comprehensive plan for the recruitment and retention of members. Also, this committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed about the history, object and activities of Rotary at all levels; and oversee the orientation of new members during the first year in the club. In addition, this committee shall devise means for encouraging attendance at all Rotary meetings including attendance at district conferences, inter-city meetings, regional conferences, and international conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable

to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance. Furthermore, the committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classifications represented in the club, and shall counsel with the Board on all classification problems.

- **Service Projects** -- chaired by a Board member and appointed by the president -- 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** -- chaired by a Board member and appointed by the president -- This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

- **Club Public Relations** -- chaired by a Board member and appointed by the president -- 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.

- **Fundraising** -- chair appointed by the president -- This committee should develop and implement strategic fundraising activities and allocation plans to fund club service projects that address the needs of its community and communities in other countries.

[Note: Where the words "appointed by the president" appear, it is the president-elect who makes the appointment for the next Rotary year.]

Section 2 - Additional ad hoc committees, such as committees dealing with various aspects of youth activities 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.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in The Club Committee Manual. A club may develop a different committee structure as needed.)

Section 3 – Term limits.

A club member elected or appointed to a position as a club officer, director, committee chair, or Allentown-west Foundation officer is expected to serve one year and may be continued for an additional two years, if re-elected or re-appointed. With the unanimous approval of every member of the board of directors, a fourth year of service may be allowed

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 Projects 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, subcommittees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Section 1 – Other subcommittees that may be appointed:

The Board, the President and the President-elect have the discretion to create any committees that are required to effectively meet its service and fellowship needs.. A club may develop a different committee structure as needed.

A sample listing of such optional committees includes the following:

(a) Newsletter Committee. This committee shall elicit Rotary-related articles for publication from the Board, committee chairs and club membership that are of interest to the club membership, and to compile, edit and publish the monthly Newsletter in the club's Web site . This committee is also responsible for ensuring that all club members receive a copy of the Newsletter.

(b) Club Bulletin Committee. This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members and report news of the club, of its members and of the worldwide Rotary program.

(c) Family of Rotary Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the Board.

(d) Magazine Committee. This committee shall stimulate reader interest in THE ROTARIAN; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the club members and non-Rotarian.

(e) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club.

(e) Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in the respective vocations

(f) Human Development Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in dealing with the community with the welfare of human beings of all kinds

throughout the whole span of life by providing assistance and support to those in need.

g) Community Development Committee. This committee shall devise and carry into effect plans which will seek input from the community to guide and assist the members of the club in working to make the community a better place to live by improving the physical condition of the community and its facilities.

(h) Environmental Protection Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in monitoring and improving the quality of the community's environment.

(i) Partners in Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in building relationships with other Rotary-sponsored organizations within the community and in cooperating with them in service.

Article X Leave of Absence

Upon written applications to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing the member from attending the meetings of the club for a specified length of time. 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 provisions of article VIII, section 2 (b) of the club's constitution is not computed in the attendance record of the club.

Article XI Finances

Section 1 – Prior to the beginning of each fiscal year, 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. 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 – 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 – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 4 – A thorough review of all financial transactions by a qualified person appointed and approved by the Board shall be made once each year.

Section 5 – Officers having charge or control of club funds shall give bond 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, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment 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.

Section 7 - The Club established a Foundation in 2002 known as the Rotary Club Foundation of Allentown West, Western Lehigh County, Pa. Its purpose is to provide a vehicle for members and friends to make donations and gifts that will be available for charitable activities as selected by the Club. (As a 501-C3 Foundation. Such donations are tax deductible.)

Article XII Method of Electing Members

Section 1 - 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 for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2 - The Board shall ensure that the proposal meets all the classifications and membership requirements of the club constitution.

Section 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.

Section 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, 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.

Section 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 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 this admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 - Following the election, the President shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary Membership committee shall provide appropriate literature for presentation at the induction as well as to assign the new member to a club project or function .

Section 7 – The club may elect, in accordance with its 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 discussions.

Article XIV Order of Business

Meeting called to order.

Introduction of visiting Rotarians and visitors.

Correspondence and announcements and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article XV Amendments

These bylaws may be amended at any regular meeting with a quorum of one third of the membership being present. A 50% plus one vote of all members present will be required, provided that a notice of such proposed amendment

shall have been communicated to each member via electronic means, written notice or the Newsletter at least ten days before such meeting. 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 RI.

Article XVI Attendance

Article VIII of this Club's Constitution provides details of the attendance policy. The Club Secretary must maintain good attendance records for all members. The board is encouraged to audit the members' attendance performance at least quarterly. The board also is encouraged to take appropriate action to improve poor attendance keeping in mind the elements of the four-way test regarding being fair, building good will and friendships, and being beneficial to all concerned.

Article XVII Strategic Plan

It is recommended that the Board create and maintain an ongoing Strategic Plan looking forward three or more years to guide the club leaders. The board should appoint a board member to keep the plan current and to provide periodic status reports to the club members.

Revised February 19, 2007.

Accepted/approved by the AW RC Board of Directors on 2/27/2007.

Voted and Approved by AW RC membership on 5/30/2007.