

AMENDED AND RESTATED
BYLAWS OF THE ROTARY CLUB OF MEDIA

as of June 30 2020

INTRODUCTORY PROVISIONS

These Bylaws have been written and arranged to follow the Constitution of the Rotary Club of Media (the "Constitution") and shall be interpreted, and administered in coordination with the Constitution.

Definitions - (CONSTITUTION ARTICLE 1)

1.01 The definitions found in the Constitution shall apply to these Bylaws.

Name - (CONSTITUTION ARTICLE 2)

2.01 The Rotary Club of Media, the name of this organization, was officially organized on September 27, 1928, and was admitted to membership by Rotary International on October 10, 1928. The Charter from Rotary International was presented on Friday November 16, 1928 at a banquet in the Media Armory Building

Locality (CONSTITUTION ARTICLE 3) - See Constitution

Object - (CONSTITUTION ARTICLE 4) - See Constitution

Five Avenues of Service - (CONSTITUTION ARTICLE 5)

5.01 This Club will be active in each of the five Avenues of Service.

5.02 Purpose. Club committees are charged with carrying out the annual and long range goals of the Club based on the five 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 on a rotating basis for three years terms 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. It is recommended that the chair have previous experience as a member of the committee. The President shall be ex-officio a member of all committees and, as such, shall have all the privileges of membership thereon.

5.03 Standing Committees. Standing committees should be appointed as follows:

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

Public Image should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.

Administration should conduct activities associated with the effective operation of the Club.

Service Projects should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

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

Additional ad hoc committees may be appointed.

- 5.04 Responsibilities and Duties. 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, committees shall not take action until a report has been made and approved by the Board. Each chair shall be responsible for regular committee meetings and activities, shall supervise and coordinate committee work, and shall report to the Board on all committee activities. All committee duties shall be established and reviewed by the President for his/her year. In declaring the duties of each, the President shall reference to appropriate Rotary International materials. Each committee should have a specific mandate, clearly defined goals, and action plans established and shared with the Board by the beginning of each year for implementation during the year. The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
- 5.05 Committee Appointment Notice - The President-elect shall provide the Club membership with a list of all committees to which Chairmen have been appointed and early on his or her year as President but not later than one month after his or her installation, provide a complete list of Committees and appointed members and showing the goals and objectives of each Committee.

Meetings - (CONSTITUTION ARTICLE 6)

- 6.01 Annual Meeting - The annual meeting of the membership of this Club shall be held on the first (1st) Thursday of December in each year, at which time the election of Officers to serve for the ensuing year and election of Directors to serve for the ensuing three (3) years shall take place.
- 6.02 Regular Club Meetings - The regular weekly meetings of the members of this Club shall be held on each Thursday of every week commencing at 12:15. Notice of any changes in or canceling of a regular meeting shall be given to all members of the Club.
- 6.03 Quorum Requirements - At annual or regular meetings of the Club membership, one third (1/3rd) of the membership shall constitute a quorum.

- 6.04 Voting. The business of the Club, at all meetings, shall be transacted by "viva voce" (voice) vote except when the Board may determine that a specific resolution be considered by written ballot, or except where more than one candidate is standing for election as an Officer or Director, in which case the vote will be by written ballot.
- 6.05 Board Consideration. 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.
- 6.06 A Regular Meeting of the Membership should be in the following order:

Meeting called to order.
 Introduction of visiting Rotarians and visitors
 Correspondence, announcements and Rotary Information
 Committee Reports if any.
 Unfinished Business.
 New Business'
 50/50 Drawing
 Program Speaker or Feature
 4-Way Test and Adjournment

Membership - (CONSTITUTION ARTICLE 7)

- 7.01 Members of the Club are those individual persons who have been elected to membership in accordance with the provisions set forth by the Club Constitution, and who remain in good standing. *A corporate entity or organization can become eligible for corporate or organizational membership through the existing member approval process. The sponsoring corporation/organization would identify a "primary" designee and may designate an "alternate" representative or designee. The primary designee would be registered with Rotary International as the official member. Either the primary or alternate designee may vote on behalf of the corporation or organization, but only one vote shall be counted for purposes of quorum or general voting or otherwise, even when both the primary and alternate designees are present. Only one designee may hold office in the Club at any one time. The Club board will determine the ability of the corporation or organization to change either of its designees. One corporate designee will be listed as the official member of the Rotary Club of Media and it will be noted in the club roster that that individual is the primary designee of the named eligible corporation.*
- 7.02 The name of a prospective member proposed by an active member of the Club, shall be submitted in writing to the Club Secretary on a membership application form. A transferring or former member of another Club, may be proposed to active by the former Club. Such proposal shall be kept confidential except as otherwise provided in this procedure.
- 7.03 The Secretary will pass the application to the Membership Committee and to the Classification Committee to investigate the matters concerning the applicant as set forth in these By-laws as functions of said Committees and thereafter within 30 days forward

- to the Board their reports concerning the application.
- 7.04 After receiving the reports of the Membership and Classification Committees, the Board, by a simple majority of a quorum of the Directors shall approve or disapprove the candidate for membership at its next regular meeting or within 30 days, whichever occurs first, and shall thereafter notify the proposer, through the Club Secretary of its decision.
- 7.05 If the Board approves of the candidate for membership, the Rotary Information Committee shall inform the prospective member candidate of the purposes of Rotary and 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 membership of the Club. *In the case of a prospective corporate/organizational member, the primary representative must attend the Rotary Information session.*
- 7.06 After receiving written permission from the candidate to publish his or her name, the Board shall direct that the candidate's name be published in a Club newsletter or written supplement available to members at a regular club meeting. The candidate's name shall be published with notice to the membership that any objection or objections to the admission of the candidate to membership with reasons therefore must be in writing and filed with the Board within 7 days of publishing the notice by newsletter or supplement, and distribution at a regular club meeting. The Club may also provide the same notice by email to all club members who have designated an email address.
- 7.07 If no written objection to the candidate with reasons therefore is received by the Board from any member of the Club, other than Honorary, within 7 days after publication and distribution at a meeting and emailing of the notice required above, said candidate, upon payment of the prescribed admission fee shall be declared elected to membership.
- 7.08 If an objection or objections to the proposed member has or have been filed with the Board within 7 days, the Board at its next meeting shall vote and by a simple majority of a quorum of the Board members present approve or disapprove the election of the candidate to membership. If approved despite the objection or objections, the candidate, upon payment of the prescribed admission fee shall be declared elected to membership.
- 7.09 Following the new member's election to membership, an induction ceremony will take place at a regular Club meeting designated by the President, at which the new member will be introduced to the membership and be presented with a certificate of membership, a Rotary pin and a new membership kit. It shall be the duty of the Secretary to submit a report to RI of the election of the new member. The Treasurer will thereafter issue to the new member a pro rata statement of the yearly Club dues then due and owing which shall be paid within ten (10) days.
- 7.10 The President will assign a member to help the new member's assimilation to the Club as well as assign the new member to a Club committee, project or function.
- 7.11 The Club may elect, in accordance with the Rotary club constitution, honorary members proposed by the board.

Classifications - (CONSTITUTION ARTICLE 8) - See Constitution

Attendance - (CONSTITUTION ARTICLE 9)

- 9.01 Attendance Requirements - All members excepting any Honorary Member or a member excused by the Board of Directors or pursuant to the Standard Rotary International 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 a least sixty per cent (60%) of the time devoted to the regular meeting, either at his Club or at any other Rotary Club, or as otherwise provided in the Constitution, Article 9. sections 1 and 2. Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member in good standing from attending Club meetings for a specified length of time but in no event longer than twelve (12) months.

Director and Officers - (CONSTITUTION ARTICLE 10)

- 10.01 The Governing body of the Club shall be the Board of Directors and consist of 13 members.
- 10.02 The members of the Board of Directors are the President, President-elect, Vice President, Secretary, Treasurer, Immediate Past President Sergeant-at-arms and 6 Directors.
- 10.03 Board of Directors Meetings - Regular meetings of the Board of Directors shall be held on the second (2nd) Tuesday of each month commencing at 12 noon or such other regularly scheduled time as the Board may determine. Special meetings of the Board of Directors may be called by the President, whenever deemed necessary, or upon the request of a quorum of the Board of Directors. Each member of the Board of Directors is required to annually attend at least two-thirds (8) of the meetings of the Board of Directors. Failure to meet this requirement by any Board Member, whether an Officer or a Director, can result in the dismissal of such Officer and/or Director from serving as an Officer and/or Director, as determined by a majority vote of the Board of Directors.
- 10.04 For regular and special meetings of the Board of Directors, one third (1/3) of the Board members shall constitute a quorum.
- 10.05 President - It shall be the duty of the President to preside over all of the Club and Board meetings and to perform such other duties that ordinarily pertain to the office of President as well as those that may be set forth in these By-laws.
- 10.06 President Elect - It is the President-elect's duty to serve as a member of the Board, to preside at those Club and Board meetings in the absence of the President and to perform such other duties as may be prescribed by the President, Board or the Bylaws.
- 10.07 Immediate Past President - It is the Immediate Past President's duty to serve as a member of the Board and to perform such other duties as may be prescribed by the President, Board or the Bylaws.
- 10.08 Vice President - It is the Vice President's duty to preside at those Club and Board meetings in the absence of the President and President-Elect and to perform such other duties as ordinarily pertain to the office of Vice President.
- 10.10 Secretary - It is the Secretary's duty to keep the records of membership, record the attendance at meetings, send notices of the Club, Board and Committee meetings, record and preserve the minutes of such meetings, make the required reports to RI,

including the semiannual reports of membership, which shall be made to the General Secretary on 1 January and 1 July of each active member who has been elected to membership in the Club since the start of July or January semiannual reporting period, the report of changes in membership, which shall be made to the General Secretary of RI, 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 and required by the Club Recording Secretary - The Recording Secretary shall attend all meetings of the Board (without a vote), prepare minutes of said meetings, safe keep the Club charter, Bylaws, and all important Club documents and items designed by the Board. For additional responsibilities, see duties under 4.04 Secretary. After appointment by the Board, the Recording Secretary serves until such time as a vacancy occurs, caused by resignation, dismissal or death of the person serving as such.

- 10.11 Treasurer - The Treasurer shall have custody of all Club funds, prepare a written accounting for the same annually, account for the same to the Board at any other time upon said Board's demand, make sure proper forms are filed with the IRS, and 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 such other officer as the Board may direct, all funds, books of account and any other Club property in his/her possession.
- 10.12 Sergeant at Arms - Sergeant at Arms duties shall be such as usually prescribed for such office and other duties as may be prescribed by the President or Board.
- 10.13 Nomination of Officers and Directors - *At the first Club meeting date in November of each year, the Nominating Committee consisting of the President, President-elect, and all Past Presidents as are available, shall meet for the purpose of nominating members as candidates to serve as President, President-elect, and Vice President or the following Rotary Year, three candidates to serve on the Board of Directors for the three following years and candidates for Secretary, Treasurer, and Sergeant at Arms if any of such officers' terms shall be expiring.*
- 10.14 Publication of Nominations - The nominations made by the Nominating Committee shall be reported to the Board of Directors and shall be published in a Club newsletter for a period of two (2) weeks, or a supplement available to each member at no less than two regular club meetings. The nominations may also be emailed to each club member who has designated an email address with the Club
- 10.15 Time of Election - At the first meeting of the membership in December of each year, the recommendations of the Nominating committee and any nomination made from the floor at that time, shall be voted upon by the membership present, and those candidates for President, President-elect, Vice President, Secretary, Treasurer, Sergeant at Arms and Board of Directors receiving a simple majority of the votes cast, shall be declared elected to their respective offices.
- 10.16 Terms of Officers and Directors - *The President, President-elect, and Vice President, shall serve for a term of one year; the Secretary, Treasurer and Sergeant at Arms shall serve for a term of three years; Directors shall serve for a term of three years with three new directors elected each year. Terms begin July 1 after his/her election.*

The Secretary; Treasurer, and Sergeant at Arms shall not serve more than two consecutive terms. Fulfilling an incomplete term shall not be considered as part of the term limits.

- 10.17 Vacancy - A vacancy in the Board of Directors or any Office shall be filled by action of the remaining members of the Board of Directors. The member appointed to fill the vacancy shall serve for the unexpired term of the Director or Officer being replaced.

Admission Fees and Dues - (CONSTITUTION ARTICLE 11)

- 11.01 Admission Fee - The Admission Fee shall be set by a resolution adopted by the Board of Directors and is required to be paid before the applicant can qualify as a member except as provided for in the Constitution.
- 11.02 Dues - The annual membership dues shall be in the amount set by a resolution adopted by the Board at its May meeting each year. A portion of each dues payment shall be applied to each member's subscription to RI's official magazine.
- 11.03 Budget - At the beginning of each fiscal year, the Treasurer shall prepare or cause to be prepared, a budget of estimated income and expenditures for the year, which after approval by the Board of Directors, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board. Notice that the Budget has been adopted shall be given to the membership and shall be open to any member desiring to inspect the same. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.
- 11.04 Club Funds - The Treasurer shall deposit all Club funds in a financial institution or institutions named and approved by the Board of Directors. The Club funds shall be divided into two separate parts: Club operations and Service projects.
- 11.05 Fundraising Income - All proceeds from the Club's fundraising efforts will be deposited in a Service Projects account.
- 11.06 Funding Requests - With the approval of the Board, the President-elect may submit Club-endorsed requests for charitable gifts to the Media Rotary Foundation. Requests shall be in writing by letter or application.
- 11.07 Payment of Bills - All routine Club bills shall be paid by checks signed by the Treasurer only without further approval. The Board shall set forth by resolution which bills are routine bills. Non-Routine bills shall be paid by the Treasurer when approved by one other officer. Checks for \$3,000 or more must also be signed by one other Officer designated by the Board.
- 11.08 Bond Requirement - Officers having charge or control of Club funds shall give such bond as required, if any, by the Board for the safe custody of the funds of the Club, the cost of bond to be borne by the Club.
- 11.09 Financial Review - A thorough review of all financial transactions by a qualified person shall be made at least once each year.
- 11.10 Fiscal Year- This Club's fiscal year shall extend from July 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be on July 1 and January 1 of each year on the basis of the membership of the Club on those dates.

Duration of Membership - (CONSTITUTION ARTICLE 12) - See Constitution

Community, National and International Affairs -

(CONSTITUTION ARTICLE 13) - See Constitution

Rotary Magazine - (CONSTITUTION ARTICLE 14) - See Constitution

Acceptance and Compliance with Constitution and Bylaws (CONSTITUTION ARTICLE 15) -
See Constitution

Arbitration and Mediation - (CONSTITUTION ARTICLE 16) - See Constitution

Bylaws - (CONSTITUTION ARTICLE 17)

17.01 These By-laws may be amended at any regular meeting of the membership, a Quorum being present, by a two-thirds (2/3rds) vote of all the members present, provided that notice of such proposed amendment shall have been mailed or hand delivered to each member at least ten (10) days before such meeting. Mail shall include delivery by email if a club member has designated an email address with the club. No amendment or addition to the Bylaws may be made which is not in harmony with the Constitution and with the constitution and By-laws of Rotary International. Mailing is complete upon delivery to the United States post office; email is complete upon transmission of the email.

Interpretation - (CONSTITUTION ARTICLE 18) - See Constitution

Amendment to Constitution- (CONSTITUTION ARTICLE 19) - See Constitution

**Amendments in these Amended and Restated Bylaws
as approved by the Club on the dates below**

March 1, 2018 (Article 10, relating to number and terms of officers and directors)

May 30, 2019 (Article 7, relating to adoption of corporate/organizational memberships)

(The above amendments are italicized within for ease of reference.)

Bylaws Committee: Susan K. Garrison, Esq.
Peter A. Mardinly, Esq.