

2023 ByLaws
As Amended 11.8.23

BY-LAWS OF THE ROTARY CLUB OF YOUNGSTOWN

ARTICLE I
BOARD OF DIRECTORS

Section 1

The Board of Directors shall consist of eleven (11) Directors, which shall include the following:

- President
- President-Elect
- Vice-President
- Secretary
- Treasurer
- Immediate Past President
- Foundation Chair
- One (1) Past President
- Three (3) At-Large Members

Each Board Member shall have one (1) vote.

Board Members may serve two (2) consecutive three (3) year terms, or for the length of the incumbency as officers.

Only current Members of the Club who have never served as President of the Club are eligible candidates for the three (3) elected Director positions provided they have been a Member of the Club for at least two (2) full years as a Rotarian.

The government of the Rotary Club of Youngstown, Ohio, the conduct of the Club, and control of its property shall be vested in a Board of Directors and their Successors duly and lawfully chosen.

Section 2

The past President shall serve for a three (3) year term.

The three (3) at-large members shall not be comprised of a past President.

The three (3) at-large members shall be staggered A, B, and C, for a three (3) year term.

**ARTICLE II
ELECTION OF DIRECTORS AND OFFICERS**

Section 1

Not less than ninety (90) days prior to the annual meeting, but in no event later than October 1, the President shall appoint a Nominating Committee consisting of five (5) members. The President-Elect is the Nominating Committee Chair.

The Nominating Committee will include the President-Elect, the two (2) Past Presidents, one (1) of whom is the immediate Past President, and two (2) non-Past Presidents, none of whom currently serve on the Board of Directors.

In order to be eligible to serve on the Nominating Committee upon the appointment by the President, Member must have completed two (2) full years of service as a Rotarian. A Rotarian is ineligible to serve consecutive years on the Nominating Committee. It is the responsibility of the Nominating Committee to determine the number of open Board positions. Before any person is listed as a nominee on the ballot, the person should confirm their willingness to serve as a Director if elected.

At a regular meeting at least one (1) months prior to the annual meeting, but in no event later than November 15, the presiding officer shall ask for the report of the nominating committee. Nominations may be made from the floor, and if there are any, such names shall be included on a ballot with the nominating committee's candidates, and the ballots provided to all members in good standing with appropriate instructions. If there are no nominations from the floor, nominations will be closed and the presiding officer will call for a vote viva voce.

If additional names are nominated from the floor at the meeting described above, then a written ballot shall be provided to the membership before the annual meeting with appropriate instructions. The ballots shall be counted by the Nominating Committee and results presented at the annual meeting of the club.

Section 2

The club shall meet no later than December 31 to elect officers. At a regular meeting at least one (1) months prior to the annual meeting, but no later than November 15, the nominating committee shall present a slate of President, President-Elect, Vice President, Secretary, and Treasurer. A Sergeant-at-Arms may be nominated if desired. Additional nominations may be made from the floor. If additional nominations are made a written ballot shall be provided to all members in good standing, with appropriate instructions. If there are no nominations from the floor, nominations will be closed and the presiding officer will call for a vote via voce.

Section 3

The board may also select an executive secretary and, if they deem necessary, an assistant secretary, who may or may not be members of the club. Such executive secretary and assistant secretary may receive such salary as the board may fix.

Section 4

The newly elected officers and directors shall assume the duties of their respective offices on July 1 following their election, and hold office until their successors are elected and qualified.

Section 5

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

Section 6

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 elect.

ARTICLE III MEETINGS

Pursuant to Article VII of the Constitution, the regular weekly meetings of this Club shall be held as follows:

Section 1

Each Wednesday at noon at a place which shall be determined by the club at a regular meeting; provided that in an emergency, or for good cause shown, the Board of Directors may:

- (a) Change the regular meeting of any week to a different day of the same week or to a different hour of the regular meeting day or to a different place, or
- (b) Cancel the regular meeting of any week because it falls on a legal holiday or because of the death of the Club President, an epidemic, or a disaster affecting the entire community, or an armed conflict in the community that endangers the lives of the Club Members.

Due notice of any such changes in or cancelling of the regular meeting shall be given to all Members of the Club.

Section 2

One-third (1/3) of the Membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 3

Regular meetings of the Board of Directors shall be held on a day and at a time each month as determined by the newly elected Board at its first month meeting. Special meetings of the Board shall be called by its President whenever deemed necessary or upon the request of two (2) Members of the Board, due notice having been given.

Section 4

A majority of the Board Members shall constitute a quorum of the Board.

ARTICLE IV FEES AND DUES

Section 1

Pursuant to Article XII to the Constitution, the By-laws with respect to fees and dues are as set forth herein.

Section 2

The admission fee shall be set by the Board of Directors and must be paid before the applicant can qualify as a Member.

Effective July 1, 2019, the Board of Directors may establish a program whereby dues are collected automatically as frequently as monthly in accordance with the program adopted by the Board, except those members who are grandfathered, i.e., any member who joined prior to July 1, 2019 and who have not voluntarily opted into ACH or are otherwise exempt.

The membership dues shall be set by the Board, payable semi-annually on the 1st day of July and January, with the understanding that a portion of each semi-annual payment shall be applied to each member's subscription to the Rotarian magazine. The Board of Directors may, but is not required to, establish a different amount of dues for Members who previously held senior-like Membership.

Section 3

Termination for non-payment of dues. Any member failing to pay his or her dues within thirty (30) days of invoice or electronic notification of amount due may, at the Board's discretion, receive notification to the effect that if past dues are not paid within the following ten (10) days, Membership will automatically terminate. Such termination shall be recorded on the minutes of the next appropriate meeting of the Board of Directors. The prescribed times for paying dues is established as August 31 and February 28 for the respective billing periods.

ARTICLE V VOTING

Section 1

The business of this organization shall be transacted by viva voce vote, except as otherwise provided herein. The Board may determine that a specific resolution be considered by ballot rather than viva voce vote.

The Board of Directors shall be permitted to vote electronically.

Any actions taken by the Board electronically must be ratified at the next board meeting.

ARTICLE VI DUTIES OF OFFICERS

Pursuant to Article XI, Section 4, hereby enacts By-laws with respect to the duties of Officers as follows:

Section 1

President. It shall be the duty of the President to preside at meetings of the Club and Board of Directors and to perform such other duties as ordinarily pertain to his/her office.

Section 2

Immediate Past President. It shall be the duty of the Immediate Past President to serve as a Director and to perform such other duties as may be prescribed by the President or the Board.

Section 3

Vice-President. It shall be the duty of the Vice-President to preside at meetings of the Club and Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to his/her office.

Section 4

President-Elect. It shall be the duty of the President-Elect to serve as a Director and to perform such other duties as may be prescribed by the President or the Board:

- A. The President-Elect of the Youngstown Rotary Club shall be an ex-officio member of any and all Committees of the Youngstown Rotary Club with all the rights and privileges pertaining to his/her ex-officio status;
- B. The President-Elect does not fill a vacancy caused by the inability of the President to serve his/her term, which responsibility would fall upon the Vice-President; and
- C. The President-Elect succeeds the presidency on the first day of the new fiscal year which he/she has been officially elected to serve as President.

Section 5

Secretary. It shall be the duty of the Secretary to keep Membership records; record the attendance at meetings; send out notices of Club, Board and Committee Meetings; record and preserve the minutes of such meetings; report as required to RI, including the semi-annual reports of Membership on January 1 and July 1 of each year, and pro-rated 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 semi-annual reporting period; report changes in Membership; provide the monthly attendance report, which shall be made to the District Governor within fifteen (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 6

Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club at its annual meeting and at any other time upon demand by the Board of Directors and to perform such other duties as pertain to this 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.

Section 7

Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the President or the Board of Directors.

Section 8

A majority vote of the board shall control on all decisions of the management of the Club. Only the president and the vice-president shall be authorized to enter into a contract between the Club and any other entity and only upon prior board authorization or subsequent ratification by the board. No individual member shall be authorized to enter into a contract on behalf of the Rotary Club of Youngstown except as set forth by this section.

ARTICLE VII FINANCES

Section 1

The Treasurer shall deposit all funds of the Club in a bank to be named by the Board of Directors.

Section 2

All bills shall be paid only by checks signed by the Treasurer or President. The Board may order an audit of the Club's financial transactions as it deems necessary.

Section 3

Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 4

The fiscal year of this Club shall extend from July 1 to June 30, and for the collection of member's dues shall be divided into two (2) semi-annual periods extending from July 1 to December 31, and from January 1 to June 30.

Section 5

Prior to the beginning of each fiscal year, the Treasurer and Finance Committee shall submit to the Board of Directors a budget of estimated income and expenditures for the next fiscal year. Once approved by the Board, said budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

**ARTICLE VIII
REIMBURSABLE EXPENSES**

Reimbursement of Expenditures to the Incoming President for Attendance at R.I. Convention, Separate President-Elect Training Seminar (PETS), and District 6650 Conference.

A. Budget

1. The Youngstown Rotary Club shall annually budget a sum of expenses related to the RI Convention relative to the location of the Convention for that particular year and dependent on the Club's financial position. Unused budgeted funds shall be transferred to a reserve fund for future RI Convention travel expenses.

B. Expenditures

1. Incoming President

- a. Youngstown Rotary encourages its incoming President to attend the Rotary International Convention and the Youngstown Rotary Club will reimburse authorized expenses, within the budgeted amount, involved in his/her attendance.
- b. Subject to board approval, authorized expenses are considered to be the following:
 1. Transportation (sum equivalent to round-trip air fare-coach to include the purchase of travel insurance indemnifying the Rotary Club of Youngstown).
 2. Lodging.
 3. Meals (excluding alcohol).
 4. Convention registration fees.
 5. Incidentals (local transportation, parking fees, tolls, tips).
- c. Upon request, the Club Treasurer is authorized to extend the incoming President a monetary travel advance against anticipated convention expense. A signed receipt will be required.
- d. To obtain reimbursement, upon his/her return, and no later than sixty (60) days following the end of the convention, an itemized expense report of authorized convention expenses (with receipts) must be submitted to the

Treasurer. If an advance has been previously obtained and actual expenses less than the amount received in advance, the Club shall be reimbursed the difference. If the actual expense has exceeded the advance, the incoming President shall be paid the difference due him/her.

- e. Extraordinary expenses (i.e. travel cancellations/re-routes) may be considered by the Board, subject to available funds.
2. Expenses of the incoming President, as stated above, are the only international convention expenses which the Youngstown Rotary Club will authorize or accept.
3. Expenses of current president for purposes of attending the District Convention shall be reimbursed by the Youngstown Rotary Club upon submission in compliance with this Article.

ARTICLE IX METHOD OF ELECTING ACTIVE MEMBERS

SECTION 1

The name of a prospective member, proposed by an active member of the club or by the membership development committee, shall be submitted to the board in writing, through the club secretary. A transferring or former member of the club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

SECTION 2

The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club constitution.

SECTION 3

The board shall approve or disapprove the proposal within thirty (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 in the club, following which the prospective member shall be required to sign the membership proposal form and to permit his/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 of the club (other than honorary) within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of his/her admission fee, as prescribed in Article V of these by-laws, shall be considered to be elected to membership.

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. The President, the Chair of the Membership Committee, and the potential member's sponsor will be told of the objection(s) promptly after the objection is received. The potential member's sponsor will have the option of sharing with potential member the following: an unnamed objection from the membership has been raised; the Rotary Club of Youngstown's By-Laws of the issue; and the option to withdraw their potential membership. If the sponsor chooses to do so, they may file statements of support for the individual to the board. Any objector(s) may also choose to file their statements to the board. The board may use this information to assist with a final decision. Using a paper ballot vote, two (2) board members will count the ballots to support or deny membership.

It shall take a majority of quorum to vote in the affirmative to extend membership to the objected individual, and upon payment of the prescribed admission fee, shall be considered to be elected to membership.

SECTION 6

Following the election of a new member, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the present or secretary will report the new member information to RI.

ARTICLE X METHOD OF ELECTING HONORARY MEMBERS

The name of a proposed candidate for honorary membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of Article XI, of the by-laws and proceed to ballot on the proposed member. If not to exceed two (2) negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed honorary member shall be considered duly elected.

**ARTICLE XI
ORDER OF BUSINESS**

Luncheon.

Meeting called to order.

Introduction of Visiting Rotarians and/or guests.

Correspondence, announcements and Rotary information.

Committee reports or announcements by Committee Chairmen and others.

Program.

Adjournment.

**ARTICLE XII
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 e-mailed to each Member at least ten (10) days before such meeting. Those Members without e-mail who are on the regular U.S. Postal mail list will be mailed a hard copy. No amendment or addition to these By-laws can be made which is not in harmony with the standard Rotary Club Constitution and with the Constitution and By-laws of Rotary International. Grammatical and clerical corrections may be made by the Board without a vote or approval by the Membership.

ByLaws restated and amended by Board of Directors: November 8, 2023

Date approved by Membership: November 1, 2023