

Bylaws of the Rotary Club of Plattsburgh Sunrise

Article 1 – Definitions

1. **Board:** The board of directors of this club.
2. **Director:** A member of this club who serves on the board of directors.
3. **Member:** A club member in good standing, excluding honorary members.
4. **Quorum:**
 - For decisions made at club-wide membership meetings: one-third of the active members in good standing.
 - For board meetings: a majority of the serving directors
5. **RI:** Rotary International.
6. **Year:** The 12-month period beginning on 1 July and ending on 30 June
7. **Active Member:** A member of this club who has been admitted in accordance with Rotary International and club bylaws, has paid dues, and is entitled to all rights and responsibilities of membership.
8. **Honorary Member:** An individual who has been granted honorary membership by this club in recognition of distinguished service. Honorary members are exempt from dues, cannot hold office, and do not have voting rights.
9. **Good Standing:** A member whose dues are paid, who is not suspended, and who fulfills the attendance and participation requirements of the club.
10. **Electronic Communication / Participation:** Electronic methods (e.g., email, online meeting platforms) approved by the board for notices, meetings, and voting, consistent with RI policy and local law.
11. **Annual Meeting:** A yearly meeting of this club, typically held in December (or other specified month), at which officers and directors are elected and annual reports are given.
12. **Fiscal Year:** The 12-month period beginning on 1 July and ending on 30 June, which is also the Rotary year.
13. **Majority Vote:** More than half of the votes cast by members present and voting at a meeting where a quorum is established.

Article 2 – Board: The governing body of this club is its board of directors, consisting of the president, immediate past president, president-elect, president-nominee, secretary, and treasurer. The board may also include additional directors as determined by the club.

Article 3 – Elections and Terms of Office

Section 1 — Nominations: At least one month prior to the election, nominations shall be made for president, president-elect, president-nominee, secretary, treasurer, vice president (if applicable), and any open director positions. Nominations may be presented by a nominating committee, by members from the floor, or both. If a nominating committee is used, the board shall appoint the committee no later than October 1.

Section 2 — Election of Officers: The annual election of officers shall be held no later than December 31. The candidate receiving a majority of votes cast for each office shall be declared elected.

Section 3 — Vacancies in Office: If any officer or director vacates their position, the remaining members of the board shall appoint a replacement to serve the remainder of the term.

Section 4 — Vacancies in Officer-Elect Positions: If the president-elect, president-nominee, or a director-elect vacates a position, the remaining members of the board-elect shall appoint a replacement.

Section 5 — Terms of Office

All terms of office shall begin on July 1 and end on June 30, unless otherwise noted:

- President — one year
- President-Elect — one year, then succeeds as president
- President-Nominee — one year, then succeeds as president-elect
- Vice President (if applicable) — one year

- Secretary — one year (renewable)
- Treasurer — one year (renewable)
- Directors (including at-large members, if so designated) — one year (renewable, as determined by the club)

Section 6 — Continuity of Office

If a successor is not elected for the office of president, the sitting president's term may be extended for up to one additional year, in accordance with the Standard Rotary Club Constitution. Article 4 Duties of the Officers

Section 1 — The president presides at club and board meetings.

Section 2 — The immediate past president serves as the vice president and a director on the club board.

Section 3 — The president-elect prepares for his or her year in office and serves as a director.

Section 4 — The vice president presides at club and board meetings when the president is absent.

Section 5 — A director attends club and board meetings.

Section 6 — The Club Secretary keeps membership and attendance records.

Section 7 — The Board Secretary takes notes of the board meetings.

Section 8 — The treasurer oversees all funds and provides an accounting of them.

Section 9 — The Members at Large (3) attend board meetings and serves as a director.

Article 4 – Duties of the Officers

Section 1 — President: The president presides at all club and board meetings, represents the club at all official functions, ensures that club goals and objectives are carried out, and provides overall leadership to the club.

Section 2 — Immediate Past President: The immediate past president serves on the board of directors and provides guidance and continuity to the leadership team.

Section 3 — President-Elect: The president-elect serves as a director, prepares for their year in office, and participates in training and planning to ensure continuity of leadership.

Section 4 — President-Nominee: The president-nominee serves as a director, prepares to assume the role of president-elect, and participates in training as required.

Section 5 — Vice President (Don't Recommend): The vice president presides at club and board meetings when the president is absent and performs other duties as assigned by the president or board.

Section 6 — Secretary: The secretary maintains all membership and attendance records; records minutes of club and board meetings; conducts official correspondence; and submits required reports to the district and Rotary International.

Section 7 — Treasurer: The treasurer oversees all club funds; maintains accurate financial records; provides an accounting to the board and the club annually, or more frequently as requested; and complies with RI and local financial requirements.

Section 8 — Directors: Directors attend club and board meetings, participate in governance, and fulfill responsibilities assigned by the board.

Article 5 – Meetings

Section 1 — Annual Meeting: An annual meeting of this club shall be held no later than December 31 to elect the officers and directors who will serve in the following Rotary year.

Section 2 — Regular Meetings: This club shall meet weekly on a day and time determined by the board. The regular meeting place shall be set by the board. Reasonable notice shall be given to all members of any change in time, place, or cancellation of a regular meeting. Meetings may be held in person, online, or in a hybrid format, consistent with Rotary International policy.

Section 3 — Board Meetings: The board shall meet monthly at a time and place determined by the board. Special meetings of the board may be called by the president or upon the request of two directors, with at least five days' notice provided to all board members, unless all members agree to waive notice.

Article 6 – Dues

Section 1 — Amount of Dues: Annual club dues shall include:

- Rotary International per capita dues and Council on Legislation assessment,
- a subscription to *Rotary* magazine (or an approved regional publication),
- district per capita dues,
- and any additional club fees or assessments as determined by the board and approved by the club.

The total amount of annual dues shall be established by the board and confirmed by the membership at the annual meeting or by resolution.

Section 2 — Payment of Dues: Dues may be billed and payable annually, semiannually, or quarterly, as determined by the board. Unless otherwise set, dues are billed in July and January and must be paid within 30 days of billing.

Section 3 — Late Payment: A late fee, in an amount set by the board, may be added to dues not paid within 30 days of billing.

Article 7 – Method of Voting: Club business shall be conducted by voice vote, show of hands, or other method as determined by the board. The election of officers and directors shall be conducted by ballot, except where a single candidate is nominated for an office, in which case the election may be conducted by voice vote or show of hands.

The board may also authorize voting by ballot, electronic ballot, or other secure method for resolutions or other club business, provided such methods comply with Rotary International policy and local law.

Article 8 – Committees

Section 1 — Standing Committees

The club shall maintain committees to carry out the administrative and service responsibilities of the club. The standing committees shall reflect the areas of:

- Club Administration
- Membership
- Public Image
- Rotary Foundation
- Service Projects (which may include Community, Vocational, International, and Youth Service)
- Finance (responsible for budget preparation, oversight of funds, and annual financial review)

The board may establish additional committees as needed to support the club's goals.

Section 2 — Presidential Membership: The president shall be an ex officio member of all committees.

Section 3 — Committee Chairs: Each committee chair is responsible for scheduling regular meetings and activities of the committee, coordinating its work, and reporting to the board on committee activities and progress.

Article 9 – Finances

Section 1 — Budget: Before the beginning of each fiscal year, the board shall prepare and adopt an annual budget of estimated income and expenditures. This budget shall guide the financial operations of the club for the year.

Section 2 — Accounts: The treasurer shall deposit all club funds in a financial institution or institutions designated by the board. Club funds shall be maintained in at least two accounts:

- **Operating Fund** for club administration, and
- **Service Fund** for charitable and service project activities.

Section 3 — Payments: All bills shall be paid by the treasurer or another officer authorized by the board. Payments shall require approval in accordance with financial policies established by the board, and no less than two authorized officers shall be involved in approving disbursements.

Section 4 — Annual Financial Review: A qualified person, independent of the officers handling funds, shall conduct a thorough annual review of all financial transactions.

Section 5 — Financial Reports: An annual financial statement of the club shall be made available to all members. A

mid-year financial report, including comparisons with the prior year's income and expenses, shall be presented at the annual meeting. Additional financial updates shall be provided to the board and membership as needed.

Section 6 — Fiscal Year: The fiscal year of this club shall begin on July 1 and end on June 30.

Article 10 – Method of Electing Members

Section 1 — Proposal for Membership: A member of this club may propose a candidate for membership to the board or membership committee. A transferring or former Rotarian may be proposed by a member of this club or by another Rotary club.

Section 2 — Board Action: The board shall review and approve or reject the candidate's membership within 30 days of receiving the proposal and shall notify the proposing member of its decision.

Section 3 — Membership Approval and Induction: If the board approves the candidate, the prospective member shall be invited to join the club. The secretary or membership chair shall ensure that orientation is provided. Upon acceptance and payment of the required dues, the candidate shall be inducted into membership and reported to Rotary International.

Article 11 – Amendments: These bylaws may be amended at any regular meeting of the club, provided that written notice of the proposed amendment has been sent to each member at least 10 days in advance. A quorum must be present for the vote, and adoption requires the support of two-thirds of the members present and voting. All amendments must be consistent with the Standard Rotary Club Constitution, the Rotary International Constitution and Bylaws, and the Rotary Code of Policies.

Article 12 – Resolutions: Resolutions or motions that commit this club to significant policies, expenditures, or public positions shall first be reviewed by the board. No resolution or motion to commit the club shall be considered by the club until it has been reviewed and recommended by the board.

Article 13 – Indemnification: To the fullest extent permitted by the laws of the State of New York, this club shall indemnify and hold harmless each officer, director, committee chair, and duly authorized representative of the club who was or is a party to, or is threatened to be made a party to, any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that they are or were acting in good faith on behalf of the club. This indemnification shall not apply in cases of gross negligence, fraud, or willful misconduct.

Article 14 – Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this club in all cases in which they are applicable and not inconsistent with these bylaws, the Standard Rotary Club Constitution, the Rotary International Constitution and Bylaws, or the Rotary Code of Policies.

Article 15 – Conflict of Interest and Ethics

Section 1 — Duty of Loyalty: All officers, directors, and committee chairs of this club shall act in the best interests of the club and Rotary International. They shall not use their positions for personal gain, financial or otherwise, at the expense of the club.

Section 2 — Disclosure of Conflicts: Any officer, director, or committee chair who has a financial interest or potential conflict of interest in any matter before the board shall fully disclose that interest to the board before discussion or action.

Section 3 — Recusal from Decisions: After disclosure, the board member shall not vote on or attempt to influence the decision regarding the matter. The board may request that the individual recuse themselves from the discussion.

Section 4 — Standards of Conduct: All members serving in leadership roles shall uphold the Rotary Four-Way Test and the ethical standards of Rotary International in conducting the business and programs of the club.

Section 5 — Compliance: The board shall ensure that a record of all conflict of interest disclosures is maintained in the minutes of the meeting.