



Kennebunk Portside Rotary By-Laws

ARTICLE I

Section 1. The name of this organization shall be the Rotary Club of Kennebunk Portside.

ARTICLE II - PURPOSE

The purpose of this Club is to carry out the object of Rotary International which is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First The development of friendships as an opportunity for service.

- Second High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society.

- Third The application of the ideal of service in each Rotarian's personal, business and community life.

- Fourth The advancement of international understanding, goodwill and peace through a world of business and professional persons united in the ideal of service.

ARTICLE III - BOARD OF DIRECTORS

The governing body of the Club shall be the Board of Directors consisting of eleven (11) members of this Club, including: the President, the Vice President, the President-Elect, the Secretary, and the Treasurer, and six (6) other officers. There will be five (5) directors, each of whom will serve as chairs of the five (5) areas of involvement of the Club; Administration, Public Relations, Membership, Support of Rotary Foundation, and Service Projects. They will be elected in accordance with Article IV, Section 1 of these By-Laws. In addition, the immediate Past-President will be a member of the Board of Directors.

ARTICLE IV - ELECTION OF DIRECTORS AND OFFICES

Section 1. At a regular meeting one month prior to the meeting for the election of officers, the President shall ask for suggestions from members of the Club for President-Elect, Vice President, Secretary and Treasurer, and any vacancies in the Board of Directors. The office of President shall not be voted upon. The current President-Elect shall automatically fill the vacancy. The nominations may be presented by a nominating committee which shall be made up of not less than three (3) members who shall include the immediate Past-President of the Club, along with the active President and the President-Elect, and anyone else that the President may appoint. The Nominating Committee shall have the responsibility of determining a single slate of officers and directors, one director to chair each of the five standing committees related to the Club's area of involvement. This slate shall be presented by the Club Secretary for approval at the annual meeting. Upon

approval by the Club membership, the candidates for President-Elect, Vice President, Secretary and Treasurer and directors shall be declared elected to their respective offices for the ensuing year which begins July 1.

Section 2. The officers and directors, so elected, together with the immediate Past-President and other current directors whose terms have not expired shall constitute the Board of Directors. All officers shall serve for a term of one year beginning on July 1 and ending on June 30. The five directors will be initially nominated for three (3) year staggered terms, with subsequent terms for the position maintaining the staggered terms.

Section 3. A vacancy on the Board of Director 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.

ARTICLE V - DUTIES OF OFFICERS

Section 1. President. It shall be the duty of the President to preside at meetings of the Club and the Board, to present to the Club and try to achieve Rotary International's goals and objectives for the current year, to work closely with the five directors of the standing committees and the officers and to perform such other duties as are outlined in the Club's operational manual.

Section 2. President-Elect. It shall be the duty of the President-Elect to preside at meetings of the Club and Board in the absence of the President, to serve on the Membership Committee, to conduct the orientation meetings for new members, to act as an ambassador of the Club to nearby Rotary Clubs by attending at least four (4) other Clubs' meetings during the year, and to perform such other duties as are outlined in the Club's operational manual.

Section 3. Vice-President. It shall be the duty of the Vice-President to serve on the Membership Committee, coordinate and assign the meeting responsibilities, maintain a list of potential speakers, and perform such other duties as are outlined in the Club's operational manual.

Section 4. Secretary. It shall be the duty of the Secretary to keep the records of the membership, record the attendance at all meetings, and record/preserve the minutes of the Board of Directors/meetings. He/she shall make the required reports to Rotary International, including (1) the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year; and (2) the reports of changes in membership, which shall be made to the General Secretary of Rotary International. The Secretary shall also remit to Rotary International semi-annual dues and annual subscription fees for *The Rotarian* and prepare the monthly report of attendance at Club meetings which shall be sent to the District Governor immediately following the last meeting of the month. The Secretary shall maintain all Club records and perform such other duties as are outlined in the Club's operational manual.

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 of Directors. The Treasurer shall make banking deposits on a timely basis, present monthly Treasurer's reports to the Board and perform such other duties as are outlined in the Club's operational manual. Upon his or her retirement from office, he or she shall turn over to his or her successor or to the President, all funds, books of account or any other club property in his/her possession.

ARTICLE VI - MEETINGS

Section 1. Annual Meeting. An annual meeting of this Club shall be held in the first week of 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 weekly meetings of the Club shall be held regularly on Tuesday at 7:15 AM. Due notice of any change in or cancellation of these meetings shall be given to all members of the Club. A member shall be counted as attending a regular meeting of this Club if such member is present for at least sixty (60) percent of the time devoted to the regular meeting either at this Club or any other Club or makes up for the absence in any of the ways outlined in Article VII of the Standard Rotary Constitution which is attached.

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 shall be held monthly as scheduled by the President with the consensus of the Board. Special meetings of the Board shall be called by the President whenever deemed necessary, or upon request of two (2) members of the Board.

Section 5. A majority of the Board members shall constitute a quorum for Board meetings.

ARTICLE VII - FEES AND DUES

Section 1. An initial membership fee of twenty-five dollars (\$25.00) shall be paid by each new member upon joining.

Section 2. The membership dues shall be one hundred forty dollars (\$140.00) per annum, payable semi-annually on the first day of July and of January, with the understanding that a certain portion (currently \$6.00) of each semi-annual payment shall be applied to each member's subscription to *The Rotarian*.

ARTICLE VIII - METHOD OF VOTING

The Business of the club shall be transacted by viva voce vote, or secret ballot upon recommendation of the Board or the request of ten percent of the members.

ARTICLE IX - COMMITTEES

Section 1. The following are the standing committees representing Rotary's five areas of Club involvement. Each shall be chaired by a Director, elected by the membership:

Administration	Public Relations
Membership	Rotary Foundation
Service Projects	

Section 2. Each standing committee chair shall oversee the activities and actions of the committee, provide a report at the monthly Board meeting, select at least two (2) members to be on the committee and perform such other duties as are outlined in the Club's operational manual.

Section 3. The President may, subject to the approval of the Board, also appoint subcommittees on particular phases of the above areas as he/she deem necessary.

Section 4. The President shall be an ex-officio member of all committees and, as such, shall have all privileges of membership thereon.

Section 5. Each committee shall transact such business as is delegated to it in the By-Laws 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.

ARTICLE X - DUTIES OF COMMITTEES

Section 1. Club Administration. Including the Secretary and the Treasurer, this committee will conduct activities associated with the effective operation of the Club – including developing and maintaining weekly duty schedules, Club documents, and all reporting requirements. Its subcommittees will include finance and nominating and any other subcommittees need for the proper administration of the Club.

Section 2. Public Relations. This committee will develop and implement plans to provide the public with information about Rotary at every level, including the Club's service projects and activities. Under its purview will be the website, newsletter, press release and anything else pertinent to public relations.

Section 3. Membership. This committee will develop and implement a comprehensive plan for the recruitment and retention of members.

Section 4. The Rotary Foundation. This committee will develop and implement plans to support the Rotary Foundation through both financial contributions and program participation.

Section 5. Service Projects. This committee will develop and implement educational, humanitarian and vocational projects that address the needs of both the local and the world-wide communities. To this end there should be subcommittees for vocational, international, community and any other appropriate service areas. This will be an on-going committee with the previous chairperson remaining on it for a year.

ARTICLE XI - LEAVE OF ABSENCE

Upon written application to the Board, setting forth good and sufficient cause, leaves of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time.

ARTICLE XII - FINANCES

Section 1. The Treasurer shall deposit all funds of the Club in a timely manner in some bank to be selected by the Board.

Section 2. All bills shall be paid only by check signed by the Treasurer or President. An audit by a certified public accountant or other qualified person shall be made of all the Club's financial transactions.

Section 3. Officers having charge or control of funds shall give bond, if required by the Board, 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 be from July 1 to June 30 each year. The collection of members' dues shall be divided into two (2) semi-annual periods extending from July 1 to December 31, and from January 1 to June 30, with bills being sent out on December 15 and June 15. The payment per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 2 of each year on the basis of the membership of the Club on those dates.

Section 5. Prior to the start of each fiscal year, the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year which, having been agreed to by the Board, shall be presented to the membership for approval. It shall then stand as the limit of expenditures for the respective purposes unless otherwise amended by action of the Board.

Section 6. In the unlikely event that the Club should become inactive or dissolve, any funds remaining in the treasury shall be forwarded to Rotary International District 7780 after any and all outstanding bills have been paid.

ARTICLE XIII - METHOD OF ELECTING MEMBERS

Section 1. Active members.

1. An application for a prospective member, proposed by a current member of the Club, shall be submitted to the Board through the membership committee chair.
2. The Board shall ensure that an appropriate classification has been assigned by the membership committee, or designee. A proposed member shall not be eligible for membership if his/her general classification (i.e. accountant, banker, real estate agent, etc) would exceed ten (10) percent of the total membership of the Club.
3. The Board shall consider and approve or disapprove the prospective member's application based on character and general eligibility and shall then notify the proposer, through the membership chair, of its decision.
4. If the decision of the Board is favorable, the membership chair shall ensure that the prospective member has given permission in writing for his/her name to be published to the Club and then post the name, in a timely manner, via a newsletter, website or a special letter.

5. If no written objection to the proposal, stating reasons, is received by the President from any member of the Club within ten (10) days following the publication of the name of the prospective member, the President-Elect, with the sponsor, shall conduct an orientation meeting with the prospective member to explain the purposes of Rotary and the privileges and responsibilities of membership in the Club. Upon agreement to abide by the requirements for membership, the prospect shall be considered to be elected to membership and shall be formally introduced at the next regularly scheduled meeting of the Club.
6. 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 no more than three (3) negative votes are cast by members of the Board in attendance at such regular or special meeting, the proposed member shall be considered to be elected to membership.
7. Following the member's election to membership as herein provided, the Club Secretary shall report his/her name to the General Secretary of Rotary International.

Section 2. Honorary Members – as defined in the Club's constitution. The name of a proposed candidate for this kind of membership shall be submitted by application 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 this Article and proceed to ballot on the proposed member. If no more than three (3) negative votes are cast by members of the Board in attendance at the regular or special meeting, the proposed honorary member shall be considered duly elected.

ARTICLE XIV - RESOLUTIONS

No resolutions 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.

ARTICLE XV - ROTARY CONSTITUTION

The standard Rotary Club constitution, a current copy of which is attached hereto as Exhibit A, together with these By-Laws shall govern the proceedings and activities of the organization.

ARTICLE XVI - AMENDMENTS

These By-Laws may be amended at any regular meeting, a quorum being present, by a two thirds (2/3) vote of all members present, provided that notice of such proposed amendments shall have been mailed or e-mailed to each member at least ten (10) days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the Club constitution and with the constitution and By-Laws of Rotary International.

ARTICLE XVII – AMENDMENT – CLUB PROTECTION OFFICER

Kennebunk Portside Rotary hereby adopts District 7780, Protection Policy for Prevention of Abuse and Harassment and will adhere to District policy. This Club shall appoint a Club Protection Office (CPO) as stated in above referenced policy.

By-Laws of the Rotary Club of Kennebunk Portside
Revised April 16, 2008
Revised December 17, 2008
Last Revised March 24, 2011