

**BYLAWS OF THE ROTARY CLUB  
OF WHITE PLAINS, NEW YORK**

**As Amended and Restated and Approved by the Members of the Club on  
September 17, 2024**

**ARTICLE I  
BOARD OF DIRECTORS**

The governing body of the Club shall be the Board of Directors ("Board"), consisting of eighteen (18) members as follows: twelve (12) Directors and the Club's Officers: President, President-Elect, Vice-President, Secretary, Treasurer, and Immediate Past President.

**ARTICLE II  
ELECTION OF DIRECTORS AND OFFICERS**

Section 1. Nominating Committee and Election of Directors and Officers.

- (a) The Nominating Committee shall consist of six voting members in three classes of two members each and the President-Elect who shall be a non-voting member. Each President-Elect prior to their term as President shall appoint two new members, at least one of whom shall be a Past President, for the next three-year class commencing on July 1. In the event that there is a tie on the part of the six members of the Nominating Committee, the President-Elect shall then be entitled to vote in order to break the tie. A vacancy on the Nominating Committee may be filled by the President, and the President, in making such appointment, shall maintain the requirement that there be at least one Past President in each class.
- (b) Responsibility of Nominating Committee. The Nominating Committee has the responsibility of making recommendations to the Board for the officers and new class of Board of Directors for the Club for the following year commencing on July 1. In formulating its recommendations, the Nominating Committee shall undertake a comprehensive review of the entire membership of the Club.
- (c) Submission of Recommendations to the Board. The recommendations of the Nominating Committee shall be submitted to the Board for approval prior to the annual meeting.
- (d) Presentation of Nominations to the Club. The President shall present the approved nominations to the Club at its annual meeting as required pursuant to Article IV, Section 2. Nominations from the Club's membership at large may also be made at the annual meeting.
- (e) Election. If the total number of nominations is equal to the number of positions to be filled, the elections may proceed. If the total number of nominations is greater than the number of positions to be filled, the nominations shall be placed on a written ballot in alphabetical order under each office, the annual meeting shall then be recessed and reconvened one week later for the purpose of holding the

election. The candidates for President, President-Elect, Vice-President, Secretary and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for the four new director positions receiving the largest number of votes shall be declared directors-elect.

- (f) Terms of Office. The terms of all elected officers and directors shall begin on the following July 1. The terms of the officers shall be for one year; the terms of the directors shall be for three years.

Section 2. Vacancies. A vacancy in the Board of Directors or in any office shall be filled for the balance of its term by action of the Board.

Section 3. Special Members of the Board. After its election, the Board may elect nonvoting directors who have served the Rotary Club of White Plains with unusual and special distinction, for a term of one Rotary year.

### **ARTICLE III DUTIES OF OFFICERS**

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 pertain to the office of President. At the end of the President's term in office, all books and records and all other documents and property belonging to the Club which are in their possession shall immediately be turned over to the incoming President, President-Elect or Vice-President.

Section 2. President-Elect. It shall be the duty of the President-Elect to preside at meetings of the Club and the Board in the absence of the President 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 the Board in the absence of the President and President-Elect and to perform such other duties as may be prescribed by the President or the Board.

Section 4. Secretary. It shall be the duty of the Secretary to keep the records of the membership of the Club; supervise the recording of the attendance at meetings; send out notices of meetings of the Board; record and preserve the minutes of meetings of the Board; make the required reports to Rotary International, including the semiannual reports of membership; and perform such other duties as usually pertain to this office. The Secretary shall be an ex officio member of the Membership Committee. At the end of a Secretary's term in office, all books and records and any other documents or property belonging to the Club which are in the possession of the Secretary shall immediately be turned over to the President, assistant secretary or successor Secretary.

Section 5. Treasurer. It shall be the duties of the Treasurer to have custody of all funds, submit quarterly or more frequent accounts to the Board, report to the Finance Committee and perform such other duties as pertain to this office. The Treasurer shall be an ex officio member of the Finance Committee. At the end of a Treasurer's term in office, all funds, books of accounts and any other property belonging to the Club which

are in the possession of the Treasurer shall immediately be turned over to the President, assistant treasurer or successor Treasurer.

Section 6. Immediate Past President. It shall be the duty of the Immediate Past President to serve as a member of the Board.

## **ARTICLE IV MEETINGS**

### Section 1. Regular Meetings.

The regular meetings of the Club (“Regular Meetings”) shall be held according to a schedule developed and approved by the Board. The schedule of regular meetings may include in-person lunch meetings, evening cocktail hour meetings, online-only or hybrid meetings, service project events, or other special events as determined by the Board. The default schedule for regular meetings will be on Tuesdays at 12:15 PM unless changed by the Board. The President may cancel a meeting for inclement weather, force majeure event, emergency or other exigent situations. Due notice of any change to or cancellation of regular meetings shall be given by the President, via email and website posting.

### Section 2. Annual Meeting of the Membership.

The annual meeting of the membership of the Club shall be the first Regular Meeting date in December of each year at which time the election of officers and directors to serve for the following year shall be held. Attendance shall be in-person unless due notice is given permitting remote attendance online.

### Section 3. Quorum of Membership.

One-third of the membership of the Club shall constitute a quorum at any meeting of the Club. The quorum requirement may be satisfied by in-person, by written proxy and/or online attendance.

### Section 4. Regular Meetings of the Board.

Regular meetings of the Board shall be held monthly at the time and place designated by the President. Board meetings may be held remotely via videoconferencing technology or in person.

### Section 5. Special Meetings of the Board.

Special meetings of the Board may be called by the President whenever deemed necessary, or upon the request of two (2) members of the Board, notice having been given to all Board members via any telephonic or electronic means or regular mail at least three (3) days before such special meeting, and attendance at any such Special Meeting may be by any telephonic or electronic means or by written proxy.

### Section 6. Quorum of Board.

Half of the voting members of the Board shall constitute a quorum of the Board.

## **ARTICLE V FEES AND DUES**

Section 1. Induction Fee. If the Board sets an induction fee for new members, said fee shall be paid before a candidate can qualify as a member.

Section 2. Annual Dues. The membership annual dues as determined by the Board shall be payable in whole on or before June 30 of each year. Annual dues for a new, transferring or former member shall be on a monthly prorated basis, and shall be paid before a candidate can qualify as a member.

## **ARTICLE VI MEANS OF VOTING**

The business of the Club at assembly shall be transacted by voice vote, written ballot, or by proxy. In the case of a contested election of Officers and/or Directors, the vote may only be held by a roll call ballot from the Members present pursuant to Section 1(e) of Article II.

## **ARTICLE VII COMMITTEES**

Section 1. Standing Committees.

- (a) The President shall appoint Standing Committee chairs through which the work of the Club is carried out. Such appointments shall be submitted to the Board for its approval at the first meeting of the Board after the President's induction and at such other times there is an appointment. All such appointments shall be posted on the Club's website.
- (b) Chairs of Standing Committees may create subcommittees with specific purposes. Each Standing Committee chair shall be responsible for monitoring the function of each of the subcommittees within their Standing Committee.
- (c) Each Standing Committee shall transact such business as is delegated to it in the Bylaws, and such additional business as may be referred to it by the President or the Board. The President shall be an ex officio member of each Standing Committee and, as such, shall have all the privileges of membership thereon.
- (d) Following January 1st each year, the President-Elect, Vice-President, current Chairpersons of the Standing Committees and nominated Chairpersons of the Standing Committees shall meet in order to assign Club members to each of the Standing Committees and subcommittees thereof, for the Club year commencing the following July 1. Unless stated otherwise in these Bylaws, there is no limit on the number of terms that a member of the Club may serve on any particular Standing Committee or subcommittee, although the benefits of rotation and change of membership on committees should be kept in mind when establishing committee rosters.
- (e) The Club's Standing Committees are:
  - a. Membership

- b. Public Image
- c. Club Administration
- d. Service Projects
- e. The Rotary Foundation
- f. Strategic Planning
- g. Scholarship
- h. Finance
- i. Social Justice Committee

#### Section 2. Membership Committee.

- (a) The Membership Committee shall be responsible for membership recruitment, retention, education, mentoring, classification, pre-induction, induction, and membership assessment.
- (b) The Membership Committee shall consider all proposals for membership. In assessing potential members, the Membership Committee shall investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report its recommendations to the Board.
- (c) The Membership Committee is responsible for ensuring that new members obtain a comprehensive briefing about Rotary. This includes the history and objectives of Rotary International, our District and our Club, with emphasis on a member's responsibilities. The Membership Committee shall also manage the induction ceremonies for new members.

#### Section 3. Public Image Committee.

- (a) The Public Image Committee shall be responsible for media relations, advertising and marketing, publicity for all events, and relations with print, web and social media.
- (b) The Public Image Committee shall also keep Rotary International and the District informed about our Club's activities.

#### Section 4. Club Administration Committee.

- (a) The Club Administration Committee shall be responsible for managing the operations of the Club including weekly programs, attendance, sign-in assignments, weekly bulletins, sergeant-at-arms, health & welfare, website, archives, and social activities.

#### Section 5. Service Projects Committee.

- (a) The Service Projects Committee shall be responsible for projects undertaken by the Club, including, volunteer, humanitarian and community projects, community service grants, RYLA, Interact and Rotaract.

#### Section 6. The Rotary Foundation Committee.

- (a) The Rotary Foundation Committee shall be responsible for supporting Rotary International's Rotary Foundation and its programs, including but not limited to annual giving, permanent fund, PolioPlus, alumni giving, grants, EREY, Group Study Exchange and Rotary Peace Fellowships.

#### Section 7. Strategic Planning Committee.

- (a) The Strategic Planning Committee shall be responsible for creating a vision for the Club, and for establishing goals set forth in a written strategic plan that can be regularly measured and adjusted. The Strategic Planning Committee shall also be responsible for conducting a process annually to review the Club's Strategic Plan and proposing revisions to the Strategic Plan for the Board's approval.
- (b) The Strategic Planning Committee shall be composed of five members: (1) the Immediate Past President; (2) the President-Elect; (3) the Vice President; (4) a Past President selected by the President-Elect; and (5) a member at large, who is not a past President, as selected by the President. The president-elect shall chair the strategic planning committee.
- (c) An individual may serve on the Strategic Planning Committee for a maximum of three years consecutively unless an individual is serving an officer position set forth in Section 8(b) of this Article.

#### Section 8. Scholarship Committee.

- (a) The Foundation of the Rotary Club of White Plains, New York, established by an Agreement dated January 24, 1961, as amended, by and among The Rotary Club of White Plains, New York, Donor, and Philip C. Martin, Carroll F. Johnson and Richard S. Hendey, Trustees (the "Foundation"), shall annually determine the total amount to be awarded each year as scholarships. The Scholarship Committee shall then conduct a program of interviewing high school seniors in high schools within the City of White Plains who have been recommended by their schools for consideration as candidates for scholarships. After interviewing the scholarship applicants, the Scholarship Committee shall confer and prepare its recommendations for scholarship awards and submit its recommendations to the Board for its approval which shall then submit the approved scholarship awards to the Foundation for its adoption. The Scholarship Committee shall organize the Club's annual scholarship awards meeting, generally held in May or June, at which the awards shall be announced and given to the awardees.

#### Section 9. Finance Committee.

- (a) The Finance Committee shall be responsible to oversee the Club's financial records, statements, expenses, filings with all government authorities, budget preparation and report to the Board no less than annually.

Section 10. Social Justice Committee.

- (a) The Social Justice Committee shall be responsible and make an effort to reach out to people who are disadvantaged or discriminated against in response to Rotary International's DEI initiative. The Committee may in furtherance of its goals offer workshops, training and other programs and initiatives to assist in social justice or reduce social injustice to disadvantaged groups such as people of color, women, small store owners and the LGBTQ+ community.

Section 11. Special Committees.

- (a) The President may appoint, from time to time, Special Committees for time-limited studies and projects, including but not limited to fundraising events, international projects, and Loucks Games. A Special Committee will cease to exist once its study or project has been completed and submitted to the Board.

**ARTICLE VIII  
LEAVE OF ABSENCE**

Upon written application to the Board, setting forth good and sufficient cause, a temporary leave of absence may be granted excusing a member from attending the meetings of the Club for a period not exceeding the remainder of the Rotary year in which the leave of absence commences. Upon reactivation of membership, the member will not be required to pay an additional Induction Fee pursuant to Section 1 of Article V, but they will be responsible for annual dues pursuant to Section 2 of Article V.

**ARTICLE IX  
FINANCES**

Section 1. The Treasurer shall timely deposit all funds of the Club in a bank or banks to be approved by the Board. The Finance Committee shall oversee the Treasurer and review all financial records and statements and present its report to the Board annually.

Section 2. All bills and expenses of the Club shall be paid by the Treasurer, President or Secretary upon presentment of appropriate documentation. The Treasurer shall maintain all documentation for disbursements and receipts for any cash payments.

Section 3. The President and Treasurer shall be authorized signatories on all financial accounts of the Club. The Board of Directors may authorize additional signatories at its discretion.

Section 4. As required by Rotary International, the fiscal year of the Club shall extend from July 1st to June 30th of the ensuing year. Invoices from Rotary International and the District shall be timely paid when invoiced.

## **ARTICLE X ADMITTING MEMBERS**

### Section 1. New Active members.

- (a) A proposal for active membership of a candidate shall be submitted by an active member of the Club to the Club's Membership Committee, Secretary or submitted on the Club's website.
- (b) The Membership Committee and Secretary shall assess classification eligibility of the candidate and assign a classification.
- (c) The Membership Committee shall then determine if the candidate meets the eligibility qualifications as set forth by Rotary International and Club standards. The Membership Committee shall confer with the sponsor for elaboration on the qualifications of the candidate.
- (d) The recommendation of the Membership Committee shall then be forwarded to the Board for its approval or disapproval.
- (e) If the decision of the Board is favorable, the name of the candidate and their classification shall be announced to members of the Club by the Secretary via email. The Chairperson of the Membership Committee shall inform the sponsor who shall then inform the candidate of the decision of the Club. The sponsor is then responsible for bringing the candidate to a pre-induction training session as scheduled by the Membership Committee.
- (f) If the decision of the Board is not favorable, the Chairperson of the Membership Committee shall notify the sponsor to discuss the reasons and determine if an appeal to the Board is warranted.
- (g) After having attended the pre-induction training session, the candidate shall be deemed to be an elected member upon the payment of any induction fee and dues as prescribed in Article V.
- (h) The new member shall be formally inducted at a regular meeting or special event of the Club.
- (i) Following the member's induction, the Club's Secretary shall report their name to Rotary International and update the Club's membership rolls.

### Section 2. Honorary Members.

- (a) The Board has the option of electing honorary members each Rotary year. An honorary member shall be an individual who has served the White Plains community or Rotary in an exemplary fashion, has performed meritorious service in the furtherance of Rotary ideals, or is considered a friend of Rotary for their permanent support of Rotary's cause. An honorary member shall be exempt from paying admission fees and dues, shall have no vote and shall not be eligible to hold any office in this Club. The term of an Honorary Member shall be one Rotary year unless otherwise determined by the Board.



### Section 3. Transferring or Former Rotarians.

- (a) A Member of the Club or the Board of Directors of another Rotary Club can propose to the Board a transferring or former Rotarian for admission to the Club. Said candidate shall be in good standing at the time of the transfer or the time their former membership terminated.
- (b) The candidate's classification shall be determined by the Secretary and Membership Committee.
- (c) Upon the Board's acceptance of membership, with the payment of dues as prescribed in Article V, such transferring or former Rotarian shall be deemed an active member of the Club.

## **ARTICLE XI CLUB COMMITMENTS**

No resolution or motion to commit this Club in any manner shall be considered by the Club at large. Such resolutions or motions, if offered at a regular Club meeting, shall be referred without discussion to the Board which has the sole authority to make commitments for the Club.

## **ARTICLE XII ORDER OF BUSINESS**

All regular meetings of the Club shall commence with the Pledge of Allegiance, and an invocation or "thought for the day." A patriotic anthem or appropriate song is traditional, but optional.

## **ARTICLE XIII PROTOCOLS**

Section 1. The list of members of the Club shall not be used by anyone for commercial, political or fundraising purposes.

Section 2. No member shall take any action which might reasonably be construed as acting on behalf of the Club without prior approval from the President or the Board.

Section 3. All correspondence on behalf of the Club shall only be on the official stationery of the Club.

Section 4. The custody, retention and destruction of the Club's records shall be governed by guidelines approved by the Board.

## **ARTICLE XIV AMENDMENTS**

These Bylaws may be amended at any regular meeting of the Club, a quorum being present, by a two-thirds vote of members attending, provided that notice of such proposed amendment and a copy thereof shall have been sent via any telephonic or

electronic method or regular mail or personally delivered to each member at least seven (7) days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Rotary International Standard Rotary Club Constitution and with the Constitution, Bylaws and Code of Policies of Rotary International.

**Amended and Restated and approved by the Members at the regular meeting of the Rotary Club of White Plains on 9/17/2024.**