

BY-LAWS OF ROTARY CLUB OF ESSEX, VERMONT, INC.

ARTICLE I

Purposes

- A. The purpose is to promote, organize and operate fund raising events for educational, charitable and recreational purposes, to receive and administer funds for educational, charitable and recreational purposes, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Association, the Bylaws of the Corporation, or any laws applicable thereto. This shall be organized and construed under **501 (c) (4)** of the Internal Revenue Code.
- B. To operate exclusively for the promotion of social welfare the net earnings of which are devoted exclusively to charitable, educational or recreational purposes.
- C. Without limiting the generality of the foregoing, one of the principal purposes of the Corporation shall be the fostering of the goals of the Rotary International.
- D. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Vermont for the purpose of accomplishing any of the purposes of the Corporation.
- E. The purposes for which the Corporation is organized shall be confined to those which are strictly educational, charitable and/or recreational. No part of the net earnings shall inure to the benefit of any private shareholder or individual.

- F. The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- G. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.
- H. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

Offices

The principal office of the corporation ("Club") in the State of Vermont shall be located in the Town of Essex, County of Chittenden. The Club may have such other offices, either within or without the State of Vermont, as the Board of Directors may determine or as the affairs of the Club may require from time to time.

The Club shall have and continuously maintain in the State of Vermont a registered office, and a registered agent, as required by the Vermont Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Vermont, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

Members

Section 1. Classes of Members. The Club shall classify members pursuant to Article III, Section 2 of the By-Laws of Rotary Club of Essex, VT, Inc., ("By-Laws"). The designation of such class and the qualifications and rights of the members shall be as provided in the By-Laws.

Section 2. Appointment of Members.

A. Active members (including additional active members).

(1) Before a person shall even be considered for proposal to membership, the member proposing the prospective candidate for membership shall first submit the name, occupation, and home and business addresses of the candidate to the Club president who shall forward this information to the chairpersons of the membership and classification committees.

(2) The classifications committee shall consider and report to the board on the eligibility of the proposed member from the standpoint of classification and the membership committee shall investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social ethics, and general eligibility.

(3) The board shall consider and approve or disapprove the recommendations of the classifications and membership committees by majority vote and shall then notify the proposer, through the club president of its decision.

(4) If the majority decision of the board is favorable, the proposing member shall be so notified by the Club president who shall invite the candidate to at least three regular meetings of the Club within a two-month period as a guest of the Club and shall introduce the candidate to a majority of the Club members explaining the purposes, privileges and responsibilities of Rotary membership to the candidate together with one or more members of the information committee.

(5) If the candidate, after attending three meetings of the Club, is interested in applying for membership, the candidate shall complete and submit an application for membership and shall give permission for his name and proposed

classification to be published to the Club. If no written objection(s) to the candidate, are received by the board from any member of the Club within ten (10) days following publication, the prospective member upon payment of the admission fee shall at the next regular meeting be considered elected to membership and inducted as a member.

(6) If any written objections have been filed with the board constituting less than one-third of the Club's membership, the board shall consider the objection(s) and reason(s) therefore at its next regular or special meeting and shall vote on the proposed member based on the written objection(s). Unless three (3) negative votes are cast against the proposed member 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 issue a membership card to the member and shall report his name to the General Secretary of Rotary International. The member shall be formally introduced as a new member at a regular meeting of the Club and shall be given a membership badge and certificate and a copy of the By-Laws.

(8) If the board determines by majority vote that written objections to the proposed member exceed one third of the total membership or if the board casts three (3) negative votes against the proposed member, then the proposing member and the president shall inform the proposed member in writing of the rejection to membership. A rejected candidate may again be proposed or reapply for membership after a one year waiting period from the date of his last rejection provided the proposed member is again sponsored by a member of the Club in accordance with these Bylaws.

B. Senior Active, Past Service, and Honorary Members.
The name of a proposed candidate for any one of these three (3) kinds of 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 2(A) of this Article and proceed to vote on the proposed member. If not to exceed four (4) negative votes are cast by the members of

the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected, provided, however, that any active member or past service member of this Club who qualifies for senior active membership as set forth in the By-Laws of this Club shall automatically become a senior active member of this Club, no application for or election to such senior active membership being required.

Section 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period in excess of one (1) year.

Section 5. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. Transfer of Membership. Membership in the Club is not transferable or assignable.

Section 7. Leave of Absence. Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified time.

ARTICLE IV

Meetings of Members

Section 1. A. Annual Meeting. An annual meeting of the members shall be held on the second Wednesday in the month of January in each year, beginning with the year 1995, at the hour of 12:10 o'clock in the p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual

meeting shall be a legal holiday in the State of Vermont, such meeting shall be held on the next succeeding Wednesday. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as conveniently may be but not after January 31 of any year.

B. Regular Meetings. The regular weekly meetings of the Club shall be held each Wednesday at 12:10 p.m. in the Town of Essex at those places designated by the board. Due notice of any changes in the meetings shall be given to the members. The secretary shall take attendance at each meeting.

C. Order of Business for Annual and Regular Meetings.

1. Meeting called to order.
2. Moment of silence or blessing.
3. Pledge of Allegiance.
4. Dinner.
5. Song.
6. Introduction of visiting Rotarians and guests.
7. Correspondence and Announcements.
8. Committee reports, if any.
9. Any unfinished business.
10. Any new business.
11. Address or other program features.
12. Adjournment of members meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place in the State of Vermont, as the place of meeting for any annual meeting or for any regular or special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the Town of Essex, State of Vermont; but if seventy percent (70%) of the members shall meet at any time and place, either within or without the State of Vermont, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any annual or special meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten or more than fifty days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the propose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by seventy percent (70%) of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. The members holding one-third (1/3) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote who is not present may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Manner of Acting. Unless otherwise provided herein, a majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these By-Laws.

Section 9. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members such election may be conducted by mail in such manner as the

Board of Directors shall determine by a majority vote.

Where members, directors, or officers are voting, the voting may be conducted by mail. (Mail is construed to be U.S. Postal service, any other delivery service, and/or fax phone.)

ARTICLE V

Board of Directors

Section 1. General Powers and Election. The affairs of the Club shall be managed by its Board of Directors. Directors must be members of the Club. At a regular meeting one month prior to the annual meeting for election of officers and directors, nominations shall be called for by the presiding officer for candidates for the Board of Directors; any number of nominations may be made by the members from the floor. These nominations shall be placed upon a ballot and voted for at the annual meeting and the candidates securing the highest number of votes shall be declared elected.

Section 2. Number, Tenure and Qualifications. The number of directors shall be no less than nine (9). Each director shall hold office from July 1 to June 30 following the annual meeting or until his successor shall have been elected and qualified except that the past president shall automatically be deemed elected as a director for the ensuing year.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Vermont, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within the Town of Essex in the State of Vermont, as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously

thereto by written notice delivered personally or sent by mail or telegram or fax to each director at his address as shown by the records of the Club. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram or fax, such notice shall be deemed to be delivered when the telegram or fax is delivered to the telegraph or telephone company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waive of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 6. Quorum. One-third (1/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the By-Laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship or office to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board, area, district, regional, or Rotary International; but nothing herein contained shall be construed to preclude any director from serving the

Club in any other capacity and receiving compensation therefore.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 11. Chairman. The president shall chair all meetings of the board and in his absence the vice president shall chair the meetings.

Section 12. Admission Fees and Dues. The board shall annually review and set the admission fees and dues. Report of this review shall be made at the next annual meeting.

ARTICLE VI

Officers

Section 1. Officers. The officers of the Club shall be a president, president-elect, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, a sergeant at arms, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the Club shall be elected annually by and from the Board of Directors at the regular annual meeting of the Board of Directors except for the sergeant at arms who need not be a director. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any regular meeting of the Board of Directors. Each officer shall hold office from July 1 to June 30 following the annual meeting until his successor shall have been duly elected and shall have qualified except the sergeant at arms may be changed from time to time.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of

Directors whenever in its judgment the best interests of the Club would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the office so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Club and shall in general supervise and control all of the business and affairs of the Club. He shall preside at all meetings of the members of the Board of Directors. He may sign, with the secretary or any other proper officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Club; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. President-elect and Vice President. In the absence of the president or in event of his inability or refusal to act, the vice president who shall be the president-elect (or in the event there be more than one vice president, the vice presidents in order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for monies due and payable to the Club in such banks, trust companies or other depositories as shall be elected in accordance with the provisions of these By-Laws; and in general perform all the

duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Club records and of the seal of the Club and see that the seal of the Club is affixed to all documents, the execution of which on behalf of the Club under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; keep the records of membership; record the attendance at meetings; send out notices of meetings of the Club, board and committees; record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International on January 1 and July 1 of each year, and including prorated reports to the general secretary of October 1 and April 1 of each active, senior active and past service member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the Club meetings which shall be made to the district governor immediately following 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 this office.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

Section 10. Sergeant at Arms. The duties of the sergeant at arms shall be such as are usually prescribed for his office and such other duties as may be prescribed by the president or

the board.

ARTICLE VII
Committees

Section 1. (a) The President shall, subject to the approval of the Board, appoint the following standing committees:

- (1) Club Service Committee
- (2) Vocational Service Committee
- (3) Community Service Committee
- (4) International Service Committee

(b) The President shall, subject to the approval of the board, also appoint such committees on particular phases of club service, vocational service, community service, and international service as he may deem necessary.

(c) The club service committee, vocational service committee, community service committee, and international service committee shall each consist of a chair, who shall be named by the president, and not less than two (2) other members.

(d) The President shall be ex officio a member of all committees, and as such, shall have all the privileges of membership thereon.

(e) 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.

(f) Where feasible and practicable in the appointment of all committees, there should be a provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 2. (a) The chair of the club service committee shall, subject to the approval of the board, appoint the following committees on particular phases of club service:

Attendance committee
Club bulletin committee
Fellowship committee
Magazine committee
Membership committee
Rotary information committee
Classifications committee
Fellowship committee
Program committee
Public relations committee

(b) The classification and Rotary information committees shall each consist of three (3) member, one member of each committee to be appointed each year for a term of three (3) years. The first appointment made under this provision shall be as follows: one member for a term of one (1) year; one member for a terms of two (2) years; one member of a term of three (3) years.

Section 3. The chair of the community service committee shall, subject to approval of the board, appoint the following committees on particular phases of community service:

Human development committee
Community development committee
Environmental protection committee
Partners in service committee
Gifts committee

Section 4. The chair of the vocational service committee shall, subject to approval of the board, appoint the following committees on particular phases of vocational service:

Career development committee
Vocation at work committee
Vocational awareness committee
Vocational awards committee

Section 5. The chair of the international service committee shall, subject to approval of the board, appoint the following committees on particular phases of international

service:

International youth projects and youth exchange
committee

The Rotary Foundation committee
World community service committee
World fellowship activities committee

ARTICLE VIII

Duties of Committees

Section 1 - Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The chair of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

(a) Attendance Committee. This committee shall devise means for encouraging attendance at all Rotary meetings, including attendance at district conferences, intercity meetings, regional conferences, and international conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove conditions that contribute to unsatisfactory attendance.

(b) Classifications Committee. This committee shall, as early as possible, but no later than August 31 of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, when necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

(c) Club Bulletin Committee. This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, its members and of

the worldwide Rotary program.

(d) Fellowship Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, welcome visiting Rotarians and guests, and do such work in pursuance of the general object of the club as may be assigned by the President or the board.

(e) Magazine Committee. This committee shall stimulate reader interest in The Rotarian and/or Revista Rotaria; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the club members and non-Rotarians.

(f) Membership Committee. This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board. This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.

(g) Nominating Committee. This committee shall nominate members to the positions of officers and members of the Board of Directors.

(h) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club, designing and balancing these programs to illustrate the four avenues of service.

(i) Public Relations Committee. This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure property publicity for the club.

(j) Rotary Information Committee. This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club; (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members; (3) to give the members information about Rotary, its history, object, scope, and activities; and (4) to give the members information as to developments in the administrative operation of Rotary International.

Section 2 - Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the member of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

(a) Career Development Committee. This committee shall develop projects that use members' experience to help young people find jobs, initiates and supports apprenticeship programs that help unskilled or disabled workers acquire marketable skills, organizes career-planning programs in schools to help students make informed choices about the future, and promotes efforts to retrain adults whose skills have been replaced by technology or who are returning to the workforce after raising families.

(b) Vocation at Work Committee. This committee shall promote club projects that search the community for new employment opportunities; help retirees remain productive; improve employer-employee relations; address problems such as drug and alcohol abuse in the workplace; and apply and promote The 4-Way Test.

(c) Vocational Awareness Committee. This committee shall develop projects and programs that increase members' knowledge and appreciation of various occupations and emphasizes the worthiness to society of all useful occupations.

(d) Vocational Awards Committee. This committee shall develop and administer ways of recognizing vocational excellence

and the practice of high ethical standards in the workplace. This committee shall also administer the scholarship program within the club.

Section 3 - Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the member of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

(a) Human Development Committee. This committee shall develop plans and projects that will promote the welfare of people in the community by providing assistance and support to those in need.

(b) Community Development Committee. This committee shall develop plans and projects that will help to build a better place to live. The committee should focus on the following areas: community centers; health facilities; housing, infrastructure improvement; libraries; parks and recreational facilities; public facilities; safety; sanitation; schools; and urban/rural revitalization.

(c) Environmental Protection Committee. This committee shall develop plans and projects that will examine and change conditions in the community that do or could in the future pose a threat to the environment. The committee should focus on the following environmental concerns: soil conservation; waste management; forestation; energy resource protection/promotion; beautification/ cleanup campaigns; toxic waste disposal; and protection of endangered species.

(d) Partners in Service Committee. This committee shall provide leadership training in the organization and execution of community development projects to any Rotary-sponsored service group that joins with our club as a partner in service. These include Rotoractors, Interactors, Rotary Community Corps members, and families of Rotarians.

(e) Gifts Committee. This committee shall administer the annual gifts as budgeted by the Board.

Section 4 - International Service Committee. This committee shall devise and carry into effect plans which will guide and assist members of this club in discharging their responsibilities in matters relating to international service. The chair of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

(a) International Youth Projects and Youth Exchange Committee. This committee shall welcome Rotary-sponsored young people from other countries into the community, send local youths overseas to broaden their outlook, and extend hospitality to non-Rotary students from other lands who are enrolled in local schools.

(b) The Rotary Foundation Committee. This committee shall publicize the work of The Rotary Foundation of Rotary International, which is one of the largest privately funded humanitarian and educational foundations in the world, and encourage club-level support for its programs.

(c) World Community Service Committee. This committee shall mobilize the resources of member of the club and others in the community in sponsoring, with the cooperation of Rotarians abroad, World Community Service Projects. Such projects improve lives and meet human needs, and thus promote international understanding and goodwill by means of material, technical, and professional assistance. Project examples are literacy campaigns or village agricultural improvement that makes life a little better in the receiving country.

(d) World Fellowship Activities Committee. This committee shall promote World Fellowship Activities (WFA) to club members through programs, projects, and activities that advance the WFA objectives of sharing common interests in recreational or avocational activities. Examples of these activities are Rotarians of Amateur Radio, Flying Rotarians, and the Rotary Golfing Fellowship.

ARTICLE IX

Finances

Section 1. The treasurer shall deposit all funds of the club in some bank to be named by the board.

Section 2. All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any one officers.

Section 3. Officers having charge or control of funds shall give bond as may be 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 extend from July 1st to June 30th, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 5. At the beginning 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 stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

ARTICLE X

Resolutions

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.

ARTICLE XI

Gender

Whenever the word or pronoun or suffix of male, man, men, he, him, or his appear in the By-Laws, it should also be read and interpreted to mean female, woman, women, she, her, or hers.

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 mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the Bylaws of Rotary International.

Dated: _____

Secretary