

Bylaws of the Delta-Waverly Rotary Club

Article 1: Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2: Board

Section 1 – The governing body of this club shall be the board consisting of 11 members of this club, namely, six directors at large, elected in accordance with Article 3, Section 1, of these bylaws, and the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

Section 2 – Officers shall serve one-year terms. Directors at large shall serve two-year terms. Terms for directors at large shall be staggered, so that three directors at large shall be elected each year.

Article 3: Election of Directors and Officers

Section 1 – At a regular meeting in November prior to the annual meeting in December, the presiding officer shall ask for nominations by members of the club for president, secretary, treasurer, and six directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations shall be voted on at the annual meeting. The candidates for president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The six candidates for director receiving the highest number of votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-

nominee. The president nominee shall become president elect and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year.

Section 2 – The officers and directors, so elected, together with the immediate past president, shall constitute the board.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining board members.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining board-elect.

Article 4:Duties of Officers

Section 1 – *President.* It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

Section 2 – *President-elect.* It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board. 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 other duties as ordinarily pertain to the office of vice-president.

Section 3 – *Secretary.* It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of board, special, and annual meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; and perform other duties as usually pertain to the office of secretary.

Section 4 – *Treasurer.* It shall be the duty of the treasurer to have custody of all funds, accounting for them to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer.

Section 5 – Upon retirement from office, officers shall turn over to the incoming officers all funds, books of accounts, books of record, or any other club property.

Article 5: Meetings

Section 1 – *Annual Meeting.* An annual meeting of this club shall be held in December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Tuesday at 12:15 p.m.. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to Article 8, Sections 3 and 4 of the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, Article 8, Sections 1 and 2.

Section 3 – One-third of the active 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 at a date and time determined by the president and board and made known to club members. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two directors, due notice having been given.

Section 5 – A majority of the board members shall constitute a quorum of the board of directors.

Article 6: Fees and Dues

Section 1 – The admission fee shall be determined by the board and is to be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be determined by the board, and are payable quarterly on the first day of July, October, January, and April, with the understanding that a

portion of each quarterly payment shall be applied to each member's subscription to the RI official magazine. Dues increases must be approved by a majority of active club members at a regular club meeting.

Article 7: Method of Voting

The business of this club shall be transacted by voice vote unless another method is requested by members.

Article 8: Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article 9: Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. Vacancies occurring during the year in office shall be filled by the president. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership**
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- **Community Relations**

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

- Administration

This committee should conduct activities associated with the effective operation of the club.

- Service Projects

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

- The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

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

(b) Each committee shall transact its business as is delegated to it in these bylaws 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 and approved by the board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the board on all committee activities.

Article 10: Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference to appropriate RI materials. The service project committee will consider vocational service,

community service and international service avenues when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 11: 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 length of time.

Article 12: Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four quaterly periods. The payment of per capita dues and RI official magazine subscriptions shall be made on 1

July and 1 January of each year on the basis of the membership of the club on those dates.

Section 7 – Upon dissolution or liquidation of this club, after payment or provisions for its debts and liabilities, all of its assets (except any assets conveyed to this club upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution of this club) shall be transferred or conveyed pursuant to law to one or more organizations described in section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws for one or more of the purposes described above, as the club shall determine.

Article 13: Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4 – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be announced to the club.

Section 5 – If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven days following announcement of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the new member's induction and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project, function, or committee.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 14: Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 15: Indemnification of Directors

A Director is not personally liable to the Club or its Members for monetary damages for a breach of the Director's fiduciary duty as a Director to the fullest extent permitted by the Michigan Business Corporation Act, as the same exists or may hereafter be amended, except for (a) a breach of the Director's duty of loyalty to the Club or its Members; (b) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law; (c) for a transaction from which the Director derived an improper personal benefit; and (d) for an act or omission occurring prior to the date when the provision became effective. Any repeal or modification of this paragraph by the Members of the Club shall not adversely affect any right or protection of a Director of the Club existing at the time of such repeal or modification.

Article 16: Amendments

These bylaws 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 communicated to each member at least 10 days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.