

Bylaws of the Rotary Club of Hastings, Michigan

ARTICLE I Governance

SECTION 1

The governing body of this Club shall be the Board of Directors, elected in accordance with Article 2, Section 1, of these Bylaws. The Board shall consist of twelve members, nine elected as prescribed below, the immediate Past President, the Secretary, and the Treasurer.

ARTICLE II Elections of Directors and Officers

SECTION 1

The Board of Directors shall annually select not less than three candidates for the Board. Nominations shall be presented to the Club one week before the annual meeting. In the event of nominations from the floor at this meeting, such nominations, along with the Board's nominees, shall be printed on a ballot in alphabetical order to be voted on at the annual meeting. If there are no nominations from the floor, the printed ballot is waived. The three candidates receiving a plurality of votes shall be declared elected for three-year terms beginning July 1 of the following year.

SECTION 2

The Board of Directors shall meet within one month after the annual meeting and shall elect from Board membership a president-elect to assume office on July 1. At this same meeting, the Board of Directors shall elect a Secretary and Treasurer, neither of whom may be members of the Board elected as prescribed in Section 1.

SECTION 3

A vacancy in the Board of Directors or any office shall be filled by action of a majority 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.

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 his/her office. In the absence of the President, the President-elect, after attending a President-elect Training Seminar, or any Past

President may preside at meetings of the Club. The President-elect or the Immediate Past President may preside at meetings of the Board of Directors.

SECTION 2

President-elect. It shall be the duty of the President-elect to preside at meetings of the Club and Board, after attending a President-elect Training Seminar, in the absence of the President and to perform such other duties as ordinarily pertain to his/her office.

SECTION 3

Secretary. It shall be the duty of the Secretary to attend all general membership and Board meetings; to keep the records of membership; record the attendance at meetings of the general membership and the Board; send out notices of meetings of the Club and Board; record and preserve the minutes of such meetings; to make available to the general membership copies of the Board minutes; make the required reports to Rotary International and the District. The Secretary will remit to Rotary International subscriptions to the Rotarian for each member of the Club and perform such other duties as usually pertain to his/her office. The Secretary shall serve as a Board member with all the rights and privileges afforded that position. Upon his/her vacancy or retirement from office, he/she shall turn over to the President all funds, books of accounts, Club records, or any other Club property in his/her possession.

SECTION 4

Treasurer. It shall be the duty of the Treasurer to attend all Board meetings, collect fees and dues, have custody of all funds, accounting for same in writing to the Board monthly, to have custody of the Club Safety Deposit Box and all property therein, and to perform such other duties as pertain to his/her office. The Treasurer shall serve as a Board member with all the rights and privileges afforded that position. Upon his/her retirement from office, he/she shall turn over to the President all funds, books of accounts, or any other Club property in his/her possession.

SECTION 5

One seat shall be reserved for an Interact Club member selected by that Club's membership each year and serve as a non-voting member of the Club's Board for a one-year term, but not to be included in determining whether or not the Board has a quorum for taking action.

ARTICLE IV Meetings

SECTION 1

Annual Meeting. An annual meeting of the Club shall be held on or before December 31 each year, at which time the election of three directors to serve a three-year term beginning the following July 1 shall be conducted as provided for in Article II, Section 1.

SECTION 2

The regular weekly meetings of this Club shall be held on Monday at 12: 10 p.m. Due notice of any change or cancellation of the regular meeting shall be given to all members of the Club. Further, the District Secretary will be informed of any changes or cancellations.

SECTION 3

One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

SECTION 4

The fiscal year for the Club shall be July 1 through June 30. At the first regular meeting in July, the President-elect will become the President, the officers elected in January will assume their positions, and the new Board members elected at the last annual meeting shall take office.

SECTION 5

Regular meetings of the Board shall be held monthly at the date, time, and place established by the President at the beginning of his/her term of office. The President shall call special meetings, whenever deemed necessary, or upon the request of two members of the Board, by phone or email at least 24 hours in advance of the special meeting.

SECTION 6

A majority of the Board members shall constitute a quorum of the Board.

SECTION 7

If a Board member fails to attend any three consecutive Board meetings without good and sufficient reason, he/she will automatically be dropped from the Board.

ARTICLE V Fees and Dues

SECTION 1

The admission fee shall be set annually by the Board and paid before an applicant can qualify as a member.

SECTION 2

The monthly membership dues, including the price of meals, shall be established by the Board of Directors during the budgeting process before the start of a new year and shall be payable quarterly. A member must pay fees, dues, and meal charges on time, and if not, the member is subject to termination according to the provisions of Article 11 of the RI/Club Constitution. The Club shall pay the President's, Treasurer's, and Secretary's membership dues and meal costs.

SECTION 3

A member may request a waiver of meal costs from the Board of Directors or the Treasurer should he/she be granted a leave of absence, as defined by these Bylaws. A member on a leave of absence must still pay quarterly dues. The Treasurer will report all such waivers to the Board at their next meeting.

ARTICLE VI
Method of Voting

SECTION 1

The business of this Club shall be transacted by "via voice" vote except for the election of Directors which shall be by ballot if there are more than three nominees. If necessary, voting may also take place by email or phone and must be recorded with the next Board of Trustees meeting minutes.

ARTICLE VII
Committees

SECTION 1

During May the President-elect, subject to the approval of the Board, shall appoint committees and committee chairs in particular areas of Club Service, Community Service, International Service, New Generation Service, Vocational Service, and other areas of Service as he/she may deem necessary. Each committee chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activity.

In the appointment of Club committees, there shall be provision for continuity of membership.

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

SECTION 2

Each Committee shall transact such business to help achieve the Club's annual and long-term goals and such additional business as may be referred to it by the President or the Board. Except where special authority has been given by the Board, no committee shall take action that involves financial responsibility by the Club until a report has been made and approval granted by the Board.

ARTICLE VIII
Leave of Absence

SECTION 1

A leave of absence of less than six months may be approved by the Treasurer, who will report leaves granted to the Board at their next meeting. Longer leaves of absence may be granted by the Board upon written application from the member, setting forth good and sufficient cause. Under a leave of absence, a member does not have to pay meal costs but does have to continue to pay dues.

ARTICLE IX
Finances

SECTION 1

The Treasurer shall deposit funds of the Club in financial institutions to be named by the Board to the credit of said Club.

SECTION 2

All expenditures not specifically approved in the adopted budget shall be approved by the Board. All donations and grants made by the Club must be approved by the Board of Directors or the Club membership and recorded in the minutes. The Club shall have an internal audit every three years or as determined by the President or Directors. The audit will be prepared by a member of the Club, who is not an officer or Director. The audit shall consist of a test of transactions and independent verifications as suggested by a certified public accountant or a person of similar skills.

SECTION 3

Officers having charge or control of funds shall give bond in the amount as may be required by the Board, for the safe custody of the funds of the Club, cost of the bond to be borne by the Club.

SECTION 4

The fiscal year of this Club shall extend from July 1 to June 30. For the collection of members' dues, see ARTICLE V SECTION 2 of these bylaws.

SECTION 5

Before each fiscal year starts, the Board will prepare an annual budget of estimated income and expenditures. Expenses not covered by the annual budget must be approved by the Board.

ARTICLE X

Election of Members

SECTION 1

A member of the Club shall submit the name of a prospective member to the Secretary, or the Membership Committee, on standard forms known as the proposal forms. A prospective member who currently is a member of another Rotary club may be proposed by that club.

The Membership Committee shall consider the eligibility of such proposed member from the standpoint of classification and determine the availability of an acceptable classification. Further, the Membership Committee shall investigate the character, business, social standing, and general eligibility of the person proposed for membership. The Membership Committee shall proceed to vote on the proposed member. If not more than one negative vote is received, the name of the proposed member shall be considered eligible and so recommended to the Board. The Membership Committee shall then report its action to the Board.

The Board shall then review the action of the Membership Committee and sustain or reject its decisions or refer the proposal back to the Membership Committee for further consideration and action. If the Membership Committee has reported adversely upon the name of the newly

proposed member and the Board has sustained the action, the proposer shall be so notified by the Secretary.

If the Membership Committee has reported favorably upon the name of the proposed member, and the Board has sustained the action, then the Secretary shall notify each member of the Club by means of a written or printed communication, giving the name of the proposed candidate, the firm represented, and the classification under which he/she is proposed for membership.

A seven-day period shall then be allowed during which any member objecting to the election of the proposed member shall notify the Secretary in writing, stating reasons for his/her objection.

If no objection is received, the proposed member shall be considered duly approved for membership. If any objections have been filed, the Board shall consider the same at any regular or special meeting of the Board and proceed to ballot on the proposed member. If no more than two negative votes are cast by the members of the Board in attendance at its regular or special meeting of the Board, the proposed member shall be considered duly elected.

The Secretary shall then notify the proposer of the new member's approval for membership. The proposed member shall be fully informed about the privileges and responsibilities of membership in a Rotary Club.

The newly approved member shall complete, sign, and return to the Secretary or designee the application form, together with a remittance for the admission fee as provided for in Article V.

After having received the completed application and the remittance for the admission fee, the Secretary or designee shall issue to the newly approved member a Rotary Membership identification card. The Secretary or designee shall then fill in a new member report form for the new member and forward the completed form to the General Secretary of Rotary International.

ARTICE XI Membership Categories

SECTION 1

Honorary Membership

The request for an Honorary Membership will be made to the Board of Directors as needed.

Proposed members shall exemplify the standards of Rotarians and shall be of benefit to the Club and the community. An Honorary Member is not required to pay dues or meal costs, has no attendance requirements, and is not eligible to be a director, officer, or committee chair.

SECTION 2

Young Professional Membership

A member 35 years of age and under is eligible for this membership category with the price of dues to be determined by the Board. A member may remain in this category for two years or until reaching 36 years of age, whichever comes first. At that time, the member will transition to

become a full member of the Club. A Young Professional member is expected to participate in Club activities, may serve on a committee, but is not eligible to be a director or officer of the Club.

SECTION 3

Corporate Membership

An organization may designate one person to be the Active Corporate member of the Club and up to three Associate Corporate members. The Active Corporate member will pay the regular quarterly dues. An Associate Corporate member will not be required to pay dues but will be expected to pay meal costs when attending a meeting. An Associate Corporate member is expected to participate in Club activities, may serve on a committee but is not eligible to be a director, officer, or committee chair. Associate Corporate members are members of the local club and not members of Rotary International. The goal of the Associate Corporate member is for him/her to transition to become a full or Active Corporate member of the Club.

ARTICLE XII Resolutions

SECTION 1

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.

ARTICLE XIII Dissolution

SECTION 1

In the event of termination or dissolution of this organization, its assets shall be distributed to the Rotary Scholarship Fund at the Hastings Education Enrichment Foundation, an exempt charitable trust as defined by the Internal Revenue Code. If the Rotary Scholarship Fund at the Hastings Education Enrichment Foundation is not in existence and qualified as an exempt organization as aforesaid, the assets of the organization shall be distributed exclusively to one or more organizations that shall then be qualified as an exempt organization or organizations as defined by the Internal Revenue Code (or any future United States Internal Revenue law that may then be in effect), or to Rotary International of Evanston, Illinois if such organization is then in existence and is then qualified as an exempt organization under the existing Internal Revenue Code, as the Board of Directors of this organization shall determine.

ARTICLE XIV Amendments

SECTION 1

These Bylaws may be amended at any regular Club meeting. Changing the Club Bylaws requires sending written notice to each member 21 days before the meeting, having a quorum

present for the vote, and having two-thirds of the votes support the change. Changes to these Bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

The Bylaws of the Hastings Rotary Club were amended as specified above by a vote of the Club membership on May 21, 2010.

The Bylaws of the Hastings Rotary Club were amended as specified above by a vote of the Club membership on Feb 20, 2023.