

**VICKSBURG ROTARY CLUB BOARD MEETING AGENDA**  
**Tuesday, Aug 16, 2022 11:45 to 1:15 pm**  
**Schoolcraft Township Hall 50 VW Ave East, Vicksburg, MI**

**Members:** Syd Bastos (President), Mike Wunderlin (President Elect), David Aubry (President Nominee), Don Ulsh (Past President), Mark Mitchell (Secretary), Danna Downing (Treasurer), Eric Hansen (Board Member)

1. **Call to Order**
2. **Approval of Agenda & July meeting minutes**
3. **Treasurer's Report (5 min)** – As soon as it is available, either Danna or Syd will send it out.
4. **Old Business**
  - a. Paul Harris - still pending official award
  - b. Consent Agenda Concept – not ready. Will roll out with committee structure
    - i. Meeting minutes
    - ii. Financials w/ Treasurer's comments
    - iii. Committee reports
    - iv. Policies and procedures – either new or updates
    - v. Club Schedule (including service projects, club meeting programs)
  - c. Club Book update – Syd
  - d. Financial Module Conversion Update – Danna
  - e. Strive Program Update - Syd
  - f. Club Goals – *after committees form*
  - g. Club Structure & chairs – Discussion & VOTE REQUIRED (**See attached Mitchell working doc**)
5. **New Business**
  - a. Recommendation 501c3 (**See attached Downing recommendation**) – VOTE REQUIRED
  - b. Approval to spend – Card for Christmas Card Lane – VOTE REQUIRED
  - c. Approval to apply & spend – Money in District Fund for Harvest Fest Activities – VOTE REQUIRED
  - d. Disposition of Trailer – VOTE REQUIRED
  - e. Damage to member vehicles from Scrap program – compensation? Alternatives? **Discussion if time permits.**
6. **Member Comments (10 min)**
7. **Adjournment**

**Parking Lot** – Items that are not current priority – add to agenda as needed and/or as time permits:

- Improve the continuity plan between Presidents (current, elect and nominee). Get on the training cycle offered by District and RI!
- Evaluate the health of the club
- Create operational procedures & policies, review governance documents
- Authority to act – when can a club member act on his/her own vs the board vs president?

## VICKSBURG ROTARY CLUB BOARD MEETING Tuesday, July 13, 2022

11:45 to 1:15 pm at Roxie's Restaurant

**Members Present:** Syd Bastos (President), Mike Wunderlin (President Elect), David Aubry (President Nominee), Don Ulsh (Past President), Mark Mitchell (Secretary), Danna Downing (Treasurer), Eric Hansen (Board Member)

1. **Call to Order:** 11:50 am
2. **Approval of Agenda & June meeting minutes** – June Meeting Minutes approved as submitted.
3. **Treasurer's Report** – 2021-22 year end report was distributed.

Date: 7/1/22

<b>Assets (Cash and Bank Accounts)</b>	
Charitable Giving Checking	\$17,059.56
General Checking	\$18,691.21
KCF Spendable Investments	\$11,767.31
STRIVE Account	\$23,311.71
Total Assets	\$70,829.79
Liabilities	\$0.00
Overall Total	\$70,829.79

4. **Old Business** – Upcoming club meeting items were discussed.
  - a. July 15 meeting
    - i. District Governor Kathy Gallagher visiting
    - ii. Mercer Munn & Paul Harris awards given if awardees present
    - iii. President's plan for 2022-2023
  - b. July 22 meeting at Lion's B&B
  - c. July 29 social meeting at Larry's – Clean out trailer, offer items for auction with remainder discarded.
5. **New Business**
  - a. **Determine time/day and location for board meetings** – Meeting dates will be the third Tuesday of each month at 11:45 am. Next meeting Tuesday, 8/16 @ 11:45 at Township Hall.
  - b. **Introduction of Consent Agenda Concept** - Board agreed to adopt a Consent Agenda Concept eventually the Consent Agenda will include the following for items distributed ahead of the meeting.
    - i. Meeting minutes, Financials w/ Treasurer's comments, Committee reports, Policies and procedures – (either new or updates), Club Schedule (including service projects, club meeting programs)
  - c. **Club goals for 2022-23** – Many items discussed with no decisions made. Syd will distribute homework regarding committee structure to be completed by 7/19/22. Syd will then compile and distribute to board members.
  - d. **Honorary Members:** After the topic came up at a recent club meeting the Board decided to review Constitution/bylaws regarding qualifications and selection process for Honorary members. Shown below are relevant excerpts from our Bylaws and Constitution.
    - i. By-Laws: Section 7 — The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.
    - ii. Constitution: Section 6 — Honorary Membership.

1. (a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.
  2. (b) Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian
- e. Zoom Meetings: Our current Zoom subscription expires in December, 2022. Charlie asked if the board wants to continue Zoom meeting recording of our club meetings. TABLED.

6. **Member Comments:**

7. **Adjournment: 1:10 pm**

Rotary Committees: Mitchell's overall comments/recommendations:

**Why reinvent the wheel?** RI has a standard committee structure recommendation for clubs to adopt as a starting point and to adapt/modify as needed. RI has even provided tasks and responsibilities for these basic committees as well as training courses for leadership. We should start with the RI outlines and make modifications as needed.

**The FIVE Standard RI Recommended committees:** I've lined out my recommended changes from the RI Standards as these responsibilities can be found in other committees I recommend. RI Standard duties are shown in black. Mitchell's changes/edits/customization for Vicksburg are shown in Red.

### **Club Administration Committee**

**Chair:** \_\_\_\_\_

- Club programs
- Member communications –
- ~~Website~~
- **Social events**
  - Christmas Party
  - Charter Night
  - Others
- **Facilitate Club Meeting Logistics**
  - Coordinate communication with Main Street Pub
  - Organize off-site meetings as needed
  - Ensure meeting plans meet the needs of the speaker
- **Club Officer Nominations**
  - Ensure continuity of club leadership positions in a timely fashion. (nominations by Nov./Vote in Dec).

### **Club Membership Committee**

**Chair:** Bill Adams

- Attraction
- Engagement
- New member orientation
- Diversity

### **Club Public Image**

**Chair:** \_\_\_\_\_

- Media relations
- Advertising and marketing
- Web and social media
- Website

### **Club Rotary Foundation Committee**

**Chair:** \_\_\_\_\_

- Polio
- ~~Fundraising (for grants)~~
- Grants (applications)
- TRF (The Rotary Foundation)

### **Club Service Projects Committee**

**Chair: Larry Forsyth**

- International, Community, Vocational Subcommittee
  - United Way (Breakfast)
  - Salvation Army Bell Ringing
  - Clean-up opportunities: Cemetery Headstones and Historic Village
  - Adopt-a-Highway program
  - Safe-at-Home with SCCS
  - Other service projects as per strategic plan
- Youth service Subcommittee
  - VHS Scholarships
  - VHS Honors Reception tasks
  - STRIVE (service – not fund raising)
  - Student guests/Honors student luncheon at May club meeting
- ~~Fundraising (for club projects)~~

### **Mitchell's Suggested Additional Standard Committees:**

#### **Awards and Citations:**

**Chair:** \_\_\_\_\_

*Having this as a standing committee should help us stay on track with our annual awards.*

- Rotary Golden Trowel Award Nomination: (non-Rotarian who has made a significant contribution to our club or a club project.) awarded at District Foundation Banquet in the fall.
- Rotary District Hero Award: (Rotarian) (Awarded at District Meeting in Spring)
- Mercer Munn Award: (non-Rotarian who has made a major commitment to improving life in the Vicksburg area.) (Awarded at Charter Night)
- Paul Harris Award Sub-Committee (Rotarian) (Awarded at Charter Night)

### **Club Fundraising**

**Chair:** \_\_\_\_\_

- Fundraising for Club Service Projects/Charitable Giving
  - 50/50 raffle at Old Car Festival
- Fundraising for Club General Account.
  - Minor Portion of Scrap Metal Recycling.

- Fundraising for Club Endowment Account at Kalamazoo Community Foundation.
  - Major Portion of Scrap Metal Recycling.
- Fundraising for Club Grants (matching funds needed beyond our charitable giving account).

### **Club Finance Committee**

**Chair: Danna Downing**

- Led by Treasurer This should be a standing committee that works to assist treasurer in coordinating budgetary process and financial reporting and review.

**Bylaws of the Vicksburg Rotary Club**  
**Approved by Club Vote on 12-13-2019**

**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 July 1.

**Article 2     Board**

The governing board of this club is its board of directors, which shall consist of seven members of this club, namely, the president, immediate past president, president-elect, president nominee, secretary, treasurer and one additional director.

**Article 3     Election of Directors and Officers**

**Section 1** — At a regular meeting one month prior to the meeting for election of officers, members shall nominate candidates for president-elect, secretary, and one additional director. The nominations may be presented by a nominating committee or by members from the floor. The nominations shall be voted upon at a regular meeting of the club, a quorum being present. The candidates receiving the most votes shall be declared elected to their respective offices.

**Section 2** —The treasurer shall not be elected by the club but shall be appointed to that position annually by the board.

**Section 3** —A vacancy in the board or any office shall be filled by action of the remaining directors.

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

**Section 5** — All board positions are for terms of one year each. Nothing in these Bylaws shall be read to prevent any Director from serving for multiple terms.

**Article 4     Duties of Officers**

**Section 1** — *President*. It shall be the duties 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** — *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 3** — *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, to serve as a director 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 membership records, record attendance at meetings, send out notices of club, board, and committee meetings, record and preserve the minutes of such meetings, report as required to RI, including the semiannual reports of membership on January 1 and July 1 of each year, which shall include per capita dues for all members and prorated dues

for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period, report changes in membership, provide the monthly attendance report, which shall be made to the district governor within fifteen days after the end of each month, collect and remit RI official magazine subscriptions, and perform other duties as usually pertain to the office of secretary.

**Section 5 — Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for it 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. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

## **Article 5 Meetings**

**Section 1 —** Regular weekly meetings of this club shall be held on Friday at 12:15 p.m. The board shall determine the number of regular club meetings each month and shall provide notice of any change to the regular meeting schedule to all members of the club.

**Section 2 —** One-third of the membership shall constitute a quorum for any business to be conducted at meetings of this club, including the election of directors.

**Section 3 —** Regular meetings of the board shall be held monthly, unless otherwise determined by the board. 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 4 —** A majority of the directors shall constitute a quorum of the board.

## **Article 6 Fees and Dues**

**Section 1 —** The admission fee shall be \$25 to be paid before the applicant can qualify as a member, except as provided in the standard Rotary club constitution, article 11.

**Section 2 —** The membership dues shall be payable quarterly upon receipt of an invoice from the board. A portion of each payment shall be applied to each member's subscription to the RI official magazine.

## **Article 7 Method of Voting**

The business of this club shall be transacted by voice vote except the contested election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

## **Article 8 Informal Action of Board of Directors**

Any action required or permitted to be taken by the Board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the unanimous vote of the Board before or after the action so taken. For purposes of this section an email transmission from an email address on record constitutes a valid writing.

## **Article 9 Avenues of Service**

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



## **Article 10 Committees**

Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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. It is recommended that the chair shall 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.

**Public 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.

**Club 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 committees, including subcommittees of the standing committees, may be appointed as needed.

- (a) The president shall be an ex officio 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. Changes in annual and long-range strategic goals and policies must be approved by the board.
- (c) One regular meeting of the club may be designated as a *committee meeting*, which shall be an opportunity for each committee to meet for the purpose of reporting, discussing and planning the business of that committee.
- (d) Each chair shall be responsible for activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

## **Article 11 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 reference appropriate RI materials and the *Avenues of Service* when developing plans for the year.

Each committee shall continuously develop its defined goals and action plans which it shall implement throughout the course of the year.

## **Article 12 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 no longer than twelve months.

## **Article 13 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** — A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 4** — Officers having charge or control of club funds may give bond as determined by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 5** — The fiscal year of this club shall extend from July 1 to June 30, and for the collection of members dues shall be divided into four quarterly periods beginning on July 1, October 1, January 1, and April 1. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

## **Article 14 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 thirty 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 published 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 publication 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 members induction, membership card, 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 or function.

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

**Article 15 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. .

Any business of the board may be discussed and voted on by the board members at any board meeting or by any means of electronic communication pursuant to Section 8 above. A record of any vote taken or approval given by the board by electronic means shall be referenced in the records of the first scheduled board meeting after the vote was taken.

**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 sent to each member at least ten 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.

