

Bylaws of the Rotary Club of Williamston Sunrise, Michigan

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 body of this club shall be the board consisting of seven members of this club, namely, the president, immediate past president, president-elect, president-nominee, secretary, treasurer and one director-at-large.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, president-elect, president-nominee, secretary, treasurer, and one director-at-large. 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 use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, president-elect, president-nominee, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidate for director-at-large receiving a majority of the votes shall be declared elected as a director. The candidate for president-elect in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On July 1 immediately following that year, the president-elect shall assume office as president.

Section 2 – The officers and director-at-large shall constitute the board. Within one week after their election, the directors-elect shall meet and appoint one or more members of the club to act as sergeant-at-arms.

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 board.

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 – *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 and to perform other duties as ordinarily pertain to the office of president-elect.

Section 4 – *President-nominee*. It shall be the duty of the president-nominee to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 5 – *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 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 6 – *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 pertain 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.

Section 7 – *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

Article 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club shall be held on the last Tuesday in November of 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 Tuesdays at 7:15 a.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 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.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Regular meetings of the board shall be held on the next-to-last Tuesday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

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

Article 6 Dues

Section 2 – The membership dues shall be set and reviewed by the Board and will be payable in four quarterly installments billed on the first day of July, October, January and April.

Article 7 Method of Voting

Section 1 - The business of this club shall be transacted by voice vote unless a written ballot is requested and approved by a majority of members present. The board may determine that a

specific resolution be considered by ballot rather than by voice vote.

Section 2 - A motion made electronically, by a member of the Williamston Sunrise Rotary Board of Directors, and supported by another member of the said Board of Directors, both of whom are in good standing, can be voted upon electronically, at the request of the President of the Board, given the following conditions:

- That the motion is sent electronically to all members of the Board, in good standing, at least 48 hours prior to the vote.
- That the vote is called for by the President only upon a clear understanding that there is no further discussion on the motion.
- Email responses, including votes, to be a “Reply to All” so all Board members see all discussion.
- If desired, any member may ask for a ‘face-to-face’ meeting for discussion – thus cancelling the email vote.

The motion carries upon a simple majority of the Board members having voted in support of the motion. A non response is treated as an abstention. The majority is determined from those who voted.

Article 8 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 9 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 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.
- **Club 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 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. Where special authority is sought by a committee, such committee shall not take action until a report has been made to the board 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 reference appropriate RI materials and the Avenues of Service 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid only by checks signed by the treasurer. The board may require

that vouchers signed by two or more officers support any payment to be made by the treasurer.

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 July 1 to June 30, and for the collection of members' dues shall be divided into four quarterly installments billed on the first day of July, October, January and April. 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 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 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 (7) days following publication of information about the prospective member, that person, shall be considered to be elected to membership. If approved despite the objection, the proposed member shall be considered to be elected to membership. If the board shall vote “no” concerning membership, by majority voice vote of those board members present, the matter shall be brought to the entire club at the next regularly scheduled meeting. The club members present shall vote concerning membership, after all guests and speakers have left, and by majority voice vote of the membership present. If approved, the proposed member shall be considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the new member's 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.

Section 8 - Family Membership is available to members of a Williamston Rotarian's family (son, daughter or spouse) to have a deeper connection and participation in our club. These members would be called "Associate" members of our Rotary Club. They would be encouraged to fully participate in club activities and come to meetings but cannot serve as officers and have no voting privileges. The cost of this Associate Membership would be

determined by the Board per additional family member which includes the cost of meals.

Section 9 - Inactive Membership. A regular member may request that his/her membership be made inactive for a period of up to six months by submitting the request in writing (electronic communications are acceptable) to the club board. The member is not required to include a reason for the request. However, typical reasons for the request include extended travel, temporary medical issues, temporary business/professional issues, and the like. The request shall include requested start and end dates.

The request may be submitted to an individual board member, who must then forward the request to the other board members within five calendar days of receiving the request.

The board must act on the request within 14 calendar days. Action may take place at a regular scheduled board meeting, at a special board meeting to be held immediately following adjournment of a regular club meeting, or by e-mail discussion and vote, at the discretion of the club president. Action may take the form of approving the request, denying the request, or asking for additional information from the member who is requesting inactive membership. The board's decision shall be stated in writing in minutes of the meeting (including an e-mail meeting).

An approved inactive membership results in the member being required to pay dues only in the amount required by Rotary International and the District for the duration of the suspension.

A member may request a further period of inactivity of up to six additional months within the same calendar year as the initial inactive membership.

Section 10 - Club-Supported Membership. A member may request that the club provide full or partial payment of the member's membership fees for a period of up to twelve consecutive months. Regular club members with a minimum of three years' current membership in the club are eligible to request club-supported membership.

The duration of club-supported membership shall not exceed twelve months within a three-year period of time.

Procedures concerning requests for the type of membership, and board action on such request, shall be the same as those for inactive memberships.

Section 11 - Corporate Membership. A corporation (or business) may request corporate membership in the club. A corporate member shall have the same privileges and responsibilities as a regular individual member.

The corporation may designate up to three persons to represent the corporation at club meetings and events, only one of whom may cast a vote on occasions when the club conducts member voting. Corporate members may serve on the club's board. It is expected that designated persons be principles or employees of the corporation.

Quarterly dues are \$200. Dues in excess of the standard individual quarterly dues shall be

placed in the club's general fund and must be used exclusively to support club financial support for local services and projects.

The club board must approve corporate memberships.

The club will register corporate memberships with Rotary International.

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 Order of Business

At the club's weekly meeting the order of business shall be:

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

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 mailed or otherwise transmitted 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 standard Rotary club constitution and with the constitution and bylaws of RI.