

AMENDED AND RESTATED BY-LAWS OF THE MARION ROTARY CLUB

(These Amended and Restated By-Laws were adopted by a two-thirds vote of the membership at a regularly scheduled meeting at which a quorum was present on the 19th day of December, 2017 after written notice of the proposed Amended By-Laws had been mailed to each member at least ten days before the meeting, and replaces all prior By-Laws.)

ARTICLE I

Purpose

Section 1. - The Marion Rotary Club was chartered by Rotary International in 1922 for the following purposes and exists to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster: i) the development of acquaintance as an opportunity for service; ii) high ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying by each member of his or her occupation as an opportunity to serve society; iii) the application of the ideal of service by every member to his or her personal, business, and community life; and iv) the advancement of international understanding, good will, and peace through a world fellowship of business and professional people united in the ideal of service, and is subject to the rules and regulations as promulgated from time to time by Rotary International.

ARTICLE II

Membership

Section 1. - By Invitation. Membership in the Marion Rotary Club is by invitation only as hereinafter set forth. Prospective Members must be adults of good character and good business or professional reputation, who hold or have held a policy making position with discretionary authority in any worthy and recognized business, organization, or profession.

Section 2 - Classification and Diversity. From time to time the Board shall review the list of members prepared by the Membership Committee listing the members classification, gender, and ethnicity and compare the club's demographics to those of Marion County. If a demographic factor or classification is under represented, the Board shall encourage the Membership Committee to recruit members with that specific demographic factor or classification.

Section 3.- Proposal by Existing Member. Prospective members shall be proposed by an existing member by submitting a completed membership application form to the Club Secretary who shall then submit the completed membership application form to the Membership Committee chair. Prior to proposing an individual for membership, the proposing member shall carefully review with the prospective member the purposes of Rotary in general and the Marion Rotary Club in particular as well as the privileges, expectations, expenses, and responsibilities of membership in the Club including regular attendance at weekly Club meetings. The proposing member and the prospective member shall complete the membership application form.

Section 4.- Referral to Membership Committee The completed membership application form shall be submitted by the proposing member to the Club Secretary who shall submit it to the Membership Committee. The member who is submitting the proposal may be asked to attend the meeting of that committee when they discuss the proposed member. The committee shall assign a tentative classification to the proposed member and by majority vote forward the name of the proposed member and tentative classification to the Board with its recommendation based on the standpoint of character, business and social standing, and general eligibility. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 5. – Board Action on Membership Application. The Board shall consider and approve or disapprove the recommendation of the Membership Committee and shall then notify the proposing member, through the Club Secretary, of its decision. Provided there is not more than one vote against admitting the proposed member at a regular or special meeting of the Board, the Board may, in its discretion, omit the processes set forth in Sections 3 and 4 above, assign a classification to the proposed member, and allow the proposed membership to go forward. In the event the application is rejected, the applicant shall be so notified by the proposing member.

Section 6. - Notification to Membership. If the decision of the Board is favorable, the Club Secretary shall notify each member of the Club by means of a written or electronic communication of the proposed member and his or her classification. If no written objection to the proposed member, stating reasons, is received by the Board from any member of the Club within ten (10) days following such notification, the proposed member, upon the payment of his or her admission fee and initial dues shall be admitted to membership in the Club. If a written objection is received by the Board within such ten (10) day period, the Board shall reconsider the proposed member and accept or reject the proposal of membership by a majority vote at a subsequent meeting of the Board.

Section 7. – Induction. Following a member’s election to membership, payment of the admission fee and initial dues as herein provided, the Club Secretary shall issue a membership card to the member and shall report his or her name to the General Secretary of Rotary International and the member shall be formally introduced as a new member at a regular meeting of the Club. At the meeting the proposing member or the new member shall briefly inform the Club membership about the new member including the new member’s business or professional position, name of his or her spouse or partner, degrees and the schools that awarded them, length of time in the Marion community, past membership in Rotary Clubs, and charitable organizations in which the new member has been active. When appropriate the proposing member may relate a personal anecdote about the new member that will help the Club members get to know the new member.

Section 8. – Dues and Fees. The membership dues shall be set by vote of the Board of Directors. The admission fee shall be set by vote of the Board of Directors and shall be paid before the applicant can qualify as a member.

Section 9. -. Special Member Status. An individual who is a member of the Marion Rotary Club and has been for fifteen (15) or more years, who has paid all of his or her financial obligations to the Club, and who suffers from an infirmity or situation that prevents weekly attendance shall be eligible for Special Member status. The Board, by a majority vote, may elect an eligible member to Special Member status upon the written application of the eligible member or the President of the Club. A Special member shall continue to pay his or her dues and shall be billed for meals consumed at the meetings he or she attends.

Section 10. – Honorary Member Status. Past Presidents of the Club who live six (6) or more months of the year outside of the Marion area or who have been members of the Club for twenty-five (25) or more years are eligible for Honorary Membership status. The Board shall elect an eligible member to Honorary Member status upon written application of the eligible member or the President of the Club. An Honorary Member shall not be charged dues and shall only be charged for meals consumed at the meetings he or she attends.

Section 11. – Terminating Membership. If a member a) fails to pay his or her dues, meals, assessments, or other charges for 120 days past the due date or b) fails to meet the Club’s attendance requirements, that individual’s membership may be terminated by a majority vote of the Board or in accordance with a policy adopted by the Board.

Section 12.- Removal of Member Upon Complaint. The Board may, by a vote of two-thirds (2/3rds) of the then serving voting Directors, terminate an individual's membership if that member by his or her actions seriously disrupts the operation of the Club or acts in a manner that brings the Club into disrepute within the Marion community or within Rotary District 6600. However, the Board may only act under this Section after receiving a dated, written complaint detailing the grounds for termination signed by at least three members of the Club. Prior to voting on a motion to terminate an individual's membership under this section, the Board must provide that individual with a copy of the written complaint and at least 10 days written notice of the Board meeting called to consider the complaint. At that Board meeting the members signing the complaint may state the actions that caused them to file the complaint and how this resulted in the Club's operations being seriously disrupted or the Club being brought into disrepute. Thereafter, the individual whose membership has been challenged and two other Club members chosen by that individual may challenge the factual allegations and may challenge the conclusion that the Club's operations were seriously disrupted or the Club has been brought into disrepute. Board members will be allowed to ask questions. The President or another member designated by the President shall preside at the meeting. The presiding officer will not require sworn testimony nor will the meeting follow rules of evidence. The presiding officer will require all present to act in a civil manner and avoid all manner of name-calling or other acrimony. If after the presentation by both sides there is a motion and a second to terminate the individual's membership, the Board shall at that time or at a separate meeting called within 15 days of the meeting on the complaint vote on the motion by written ballot. The Secretary shall then notify the individual whose membership was challenged in writing of the result of the vote. A vote to terminate or not to terminate an individual's membership shall take immediate effect. The decision to terminate or not to terminate an individual's membership shall be entirely within the sound discretion of the Board, and neither the Board nor any individual Director shall be required by any individual or entity to explain or justify the action taken under this Section.

ARTICLE III

Member Meetings

Section 1. – Annual Meeting. An Annual Meeting of the Club shall be held at any time within the period of sixty (60) days prior to the 31st day of December of each year for the purpose of holding an election of Directors to serve for a term commencing the following July 1st and for the transaction of all other matters properly brought before the meeting.

Section 2. – Weekly Meetings. Regular meetings of the Club shall be held as follows: every Tuesday noon provided that in an emergency or

for any good cause, the President or the Board of Directors may (a) change the regular meeting of any week to a different day of the same week or to a different hour of the regular day, or (b) cancel the regular meeting of any week because of a legal holiday, the death of the Club President, or an epidemic or disaster affecting the entire community. Due notice of any such change in or canceling of a regular meeting shall be given to all members of the Club.

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

ARTICLE IV

Club Finances

Section 1. – Bank Depository. All funds of the Club shall be deposited in a bank or banks to be named by the Board of Directors.

Section 2. – Pay Outs/ Audit. All bills and other payouts shall be paid by check. The Treasurer shall be responsible for preparing the checks. Checks shall ordinarily be signed by the Treasurer and one other officer, but may be signed by any two officers. An audit or review by a certified public accountant may be conducted once each year, or as may be otherwise requested by the Board of Directors, of all the Club's financial transactions.

Section 3. – Bond. Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the Club, cost of the bond to be borne by the Club.

Section 4. – Fiscal Year. The fiscal year of the Club shall extend from July 1st to June 30th.

Section 5. - Annual Budget. Before the beginning of each fiscal year the Board of Directors shall approve 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 of Directors

ARTICLE V.

Committees

Section 1. – Standing Committees. There shall be the following standing committees:

- a) The Membership Committee shall be responsible for recruiting new members, reviewing membership applications, and assigning a classification to each member.
- b) The Program Committee shall provide programs for the Club's regular weekly meetings.
- c) The 4 Way Test Committee shall attempt to recruit a student from each High School in Marion County to compete in Rotary's annual 4 Way Test competition at a regular club meeting and coordinate and oversee the local competition. The Committee shall assist the winning student in participating in the District 6600 competition and beyond if the student continues to be successful.
- d) The Orientation Committee shall provide a program to new members not less than annually to instruct the new members in the history and traditions of the Marion Rotary Club, the history and structure of Rotary International, and the good works and purpose of both the Rotary International Foundation and the Marion Rotary Foundation.

SECTION 2 – Other Committees. The President shall, subject to the approval of the Board, establish other committees to further the work of the Club as he or she may deem necessary or appropriate. At the time these Amended and Restated By-Laws were adopted other important Club committees included: Academic Day, Attendance, Employer/Employee Day, Christmas Party, Group Study, High School Sports Day, International Youth Exchange, Marion Senior Citizens, Law Day, Medical Day, MESA, Nominations, Public Relations, Rural/Urban Day, Special Events, Spring Social, and Sunshine.

SECTION 3 – Committee Assignments. In the event the Chair and members were not appointed to a committee by the President-Elect prior to the start of the fiscal year, the President shall appoint committee chairs and members for the current fiscal year. Where feasible and practicable committee appointments shall be for two years. Two-year appointments shall be staggered to insure continuity within the Committees.

SECTION 4 – President as Ex-Officio. The President shall be an ex-officio member of all committees and, as such shall have all the privileges of membership thereon.

SECTION 5 – Committee Action. Each committee shall transact such business as is delegated to it in the By-Laws of the Club 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 act until a report has been made to the Board and approved by the Board.

ARTICLE VI

Leave of Absence

SECTION 1 – Written Application. Upon written application to the Board, a member who is current on all dues and meal payments may be excused from weekly attendance for temporary periods caused by out-of-town job assignments, travel, hospitalization, family obligation or other circumstances. During this leave of absence, the member shall be responsible for all dues payments but shall not be charged for the meals.

SECTION 2 – Starting Date. The application for a leave of absence must be submitted prior to the starting date of the requested leave.

SECTION 3 – Duration. The initial period of a leave of absence shall be not less than three months or more than six months. After the initial period(s), additional periods may be granted upon receipt of a written request to the Board of Directors.

ARTICLE VII

Board of Directors

SECTION 1 – Governance. The governing body of this Club shall be the Board of Directors consisting of eight (8) members, elected in accordance with Article VIII of these By-laws. The Immediate Past President shall be an ex-officio, non-voting member of the Board. The Secretary and the Treasurer shall be ex-officio, non-voting members of the Board. The ex-officio members of the Board may participate fully in aspects as Directors, except that they shall not vote and may not be counted as part of the quorum; provided that the Immediate Past President may cast a tie-breaking vote. Provided that, if the Secretary, Treasurer, or Past President are Directors whose term has not expired, he or she will not lose their vote because of their office. The President shall have the discretion to appoint two (2) additional past-presidents to serve as ex-officio, non-voting members of the Board during his or her term as President.

ARTICLE VIII

Election of Directors and Officers

SECTION 1 – Nominating Committee. Prior to November 15th of each year the President shall appoint a Nominating Committee of members of the Marion Rotary Club to present nominations for the Board of Directors for a term to begin the following July 1st. The Nominating Committee shall consist of five (5) members including the three most recent Past-Presidents and two club members appointed by the President. The Immediate Past President shall chair the Nominating Committee.

SECTION 2 – Nominating Committee Charge. The President shall provide the Nominating Committee with its charge and clear instruction on the role of the Committee. The charge shall include at a minimum: a) a time frame for the nomination of new Board members; b) instructions to announce in the Club newsletter and at Marion Rotary Club meetings that volunteers and nominations for the Board of Directors are requested; c) recommended criteria for Board members which shall include a willingness to serve as President during the member's third or fourth year of their term on the Board; d) a job description for Board members and: e) a statement on the importance of all Nominating Committee discussions remaining confidential.

SECTION 3 – Election of Directors. The Nominating Committee shall nominate two (2) members who have agreed to be presented to the membership for election to the Board of Directors. Such nominations shall be announced at a regular meeting of the Marion Rotary Club and published to the members in the Club newsletter at least two (2) weeks prior to the election. At a subsequent meeting, all members in attendance will be provided an opportunity to add to the ballot nominees who have agreed to be presented to the membership for election to the Board of Directors by motion made and seconded. The names of the candidates nominated by the nominating committee, or otherwise, shall then be placed upon the ballot and voted for at the annual meeting. The two (2) candidates receiving the highest number of votes shall be declared elected for a term of office of four (4) years. In the event of a tie vote, the President shall cast the deciding vote.

SECTION 4 – Election of Officers. The Board of Directors shall elect officers for a term to begin the following July 1st at the regularly scheduled meeting following the Annual Meeting of the Club. The Board of Directors shall elect from its membership a President and a President-elect. They shall elect from the Club membership a Secretary and a Treasurer. At the discretion of the Board the offices of Secretary and Treasurer may be combined.

SECTION 5 – Replacing Vacancies. The Board shall select a replacement for any vacancies that occur during a board member’s or an officer’s term of office.

ARTICLE IX

Duties of Officers

SECTION 1 – President’ Duties. It shall be the duty of the President to preside at the meetings of the Club and Board of Directors and to perform such other duties as ordinarily pertain to this office.

SECTION 2 - President-Elect’s Duties.

a) It shall be the duty of the President-Elect to preside at meetings of the Club and Board of Directors in the absence of the President and to perform such other duties as ordinarily pertains to this office.

b) The President-Elect shall have the responsibility of arranging speakers or other programs for the regular membership meetings. The President-Elect shall submit to the Board at the May meeting of the Board prior to taking office as President-Elect a list of monthly program chairpersons.

c) The President-Elect shall submit to the Board at the May meeting of the Board prior to taking office as President a proposed budget for the upcoming fiscal year for consideration at the June Board meeting.

d) Prior to assigning committees and not later than the March meeting of the Board prior to taking office as President, the President-Elect shall cause the Secretary to send to each member a list of committees with instructions on how the members may indicate to the President-Elect which committees they would like to serve on in the coming year. The President-Elect shall submit to the Board at the May meeting of the Board prior to taking office as President a proposed list of each committee, including its Chair and members. After committees have been approved by the Board, the President-Elect shall submit to the Secretary a list of all Club Officers and Directors and each Club and Foundation Committee with its Chair and members.

SECTION 3 – Secretary’s Duties.

a) It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, 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.

b) The Secretary shall maintain a record of Club members that shall include the member's name, spouse's name, classification, home address, work address, email address, work telephone number, and home or cell telephone number.

c) The Secretary shall distribute to the members a copy of the list of Officers, Directors, and Committees within two weeks of receiving the document from the President-Elect.

d) The Secretary shall also be responsible for additional functions including, but not limited to: coordinating meals with caterers; and informing the club, and sending an acknowledgment to any member who has an occasion to celebrate or who suffers a serious illness, death, or other hardship.

d) Upon his or her retirement from office the Secretary shall turn over to his or her successor or to the President all books, records, or any other Club property in his or her possession.

SECTION 4 – Treasurer's Duties. It shall be the duty of the Treasurer to have oversight of all funds, accounting for same to the Club annually and at any other time upon demand by the President or Board and to perform such other duties as pertain to this office. The Treasurer will maintain and retain for inspection up-to-date records of the contributions by members to the Marion Rotary Foundation and Rotary International Foundation as well as a record of RT Lewis and Paul Harris Fellowships awarded to our members. Upon his or her retirement from office he or she shall turn over to his successor or to the President all funds, books of accounts or any other Club property in his or her possession.

ARTICLE X

Director's Meetings

SECTION 1 – Regular Board Meetings. Regular meeting of the Board of Directors shall be held each month. Special meetings of the Board of Directors shall be called by the President, whenever deemed necessary, or upon the request of two members of the Board, at least three (3) days' notice having been given.

SECTION 2 – Quorum. A majority of the then serving voting Board members shall constitute a quorum of the Board of Directors. A Board member may attend a meeting by audio or video conference and be counted as part of the quorum.

ARTICLE XI

Resolutions

Board to Consider Resolutions and Motions. No resolution or motion shall be considered by the Club until the Board has considered it. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion. The President shall bring the resolutions or motions back to a regularly scheduled Club meeting promptly after consideration by the Board with whatever recommendation the Board has directed. At that time, a member may request that the resolution or motion be published in the Club newsletter and scheduled for a vote by the membership at the next regularly scheduled Club meeting.

ARTICLE XII

Resignation & Removal of Officers and Directors

SECTION 1 – Resignation. The Board may accept the resignation of a member from his or her position as an officer or Director at any time. If the Board accepts from an officer or Director his or her resignation as a member of the Club, that action shall automatically also remove that member from his or her position as an officer or Director.

SECTION 2 – Removal for non-attendance. If a Director misses 3 consecutive regular Board meetings or misses 4 regular Board meetings in a 12-month period, the Secretary shall so advise the Board when it next meets as well as advising that Director in writing. Upon receipt of the Secretary's report, the Director who has missed the meetings shall automatically be removed from office and the Board shall fill the vacancy by a majority vote of the remaining Directors. The removed Director shall be eligible to fill the vacancy created by his or her removal if he or she provides the Board with a letter or other written assurance that he or she will be able to attend future Board meetings.

SECTION 3 – Removal by Motion. Upon a motion duly made and seconded, a member may be removed from his or her position as an officer and/or as a Director with or without cause by a two-thirds (2/3) vote of the then serving voting Directors at a meeting of the Board, provided that the Directors and

officers were given written notice of the intention to introduce a motion to remove that member from the position at least 10 days prior to that meeting.

ARTICLE XIII

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 provided to each member by physical delivery (including at a Club meeting), U.S. postal Service, or electronically at least ten days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the rules and regulations of Rotary International.

Club Secretary

Club President