**BY LAWS OF THE ROTARY CLUB OF TRENTON, INC**

# ARTICLE I DEFINITIONS

1. Board:
2. Director:
3. Member:
4. Quorum:

S.RI:

1. Year:

The Board of Directors of this club.

A member of this club's Board of Directors.

A member, other than an honorary member, of this club.

One-third of the club membership; a majority of directors for the Board. Rotary International.

The 12-month period that begins on **1** July.

# ARTICLE II BOARD OF DIRECTORS

The governing body of this club shall be the Board consisting of not less than ten members of this club, namely, two or more directors elected in accordance with Article II of these Bylaws, the President, President Elect, President Nominee, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, and the Immediate Past President.

# ARTICLE III

**ELECTION OF DIRECTORS AND OFFICERS**

**Section 1:**

One month prior to elections, a nominating committee consisting of all members who are Past Presidents of the Rotary Club of Trenton shall conduct an annual meeting scheduled and presided by the Immediate Past President. The Nominating Committee will nominate current members for the offices of President, President Elect, President Nominee, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Past President At Large, and at least two to Directors. The Nominating Committee will present the slate of nominees to the membership at a regularly scheduled meeting prior to December 31st each year. At this meeting, any member in good standing may also nominate other active Rotarians for any office. The presiding officer for the regular meeting will conduct the election or delegate such duty to the Immediate Past President. All Officers and Directors will be elected by voice vote. If the presiding officer decides a secret ballot is required, the vote will be by secret ballot. The person receiving the largest number of votes for each office will be declared elected. The Directors nominated receiving the most votes will be declared elected.

**Section 2:**

The Officers and Directors, so elected, together with the Immediate Past President shall constitute the Board for the Rotary Club of Trenton. The term of office will be for one year and will start on July 1st of the next calendar year.

**Section 3:**

A vacancy in the Board or any office shall be filled by action 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 of directors-elect.

# ARTICLE IV

**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 pertains to the office of President.

**Section 2:** *President Elect*

It shall be the duty of the President Elect to preside at meetings of the club and board in the absence of the President and to perform such other duties as ordinarily pertains to the office.

**Section 3:** *President Nominee*

It shall be the duty of the President Nominee to serve as a member of the board of directors of the club 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 the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, and including prorated reports to the General Secretary 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, 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 the office.

**Section 5:** *Assistant Secretary*

It shall be the duty of the Assistant Secretary to perform all functions of Secretary as stated in Section 4 of Article III as requested by the Secretary.

**Section 6:** *Treasurer*

It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to the office. Upon their retirement from office they shall turn over to their successor or to the President all funds, books of accounts or any other club property in their possession.

**Section** 7: *Assistant Treasurer*

It shall be the duty of the Assistant Treasurer to perform all functions of Treasurer as stated in Section 6 of Article III as requested by the Treasurer.

# ARTICLEV MEETINGS

**Section 1:** *Annual Meeting*

An annual meeting for the election of officers of this club shall be held not later than the thirty-first day of December in each year as provided in the bylaws of this club.

**Section 2:** *Weekly Meeting*

The regular weekly meetings of this club shall be held on Monday at 12:00 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 by the board of directors of this club, pursuant to Article 7, Section 3 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 any other Rotary club.

**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 a monthly basis at the determination of the President. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

At the beginning of each fiscal year, the newly elected board of directors shall consider and act upon the following:

* 1. Article VI, Section 1
  2. Article VI, Section 2
  3. Article XII, Section 2

**Section 5:**

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

# ARTICLE VI FEES AND DUES

**Section 1:**

The admission fee shall be set and adjusted by the board and be paid before the applicant can qualify as a member.

**Section 2:**

The membership dues shall be set and adjusted by the board payable quarterly on the first day of April, July, October and of January, with the understanding that a sufficient amount of each quarterly payment shall be applied to each member's subscription to *THE ROTARIAN* magazine.

# ARTICLE VII METHOD OF VOTING

The business of this club shall be transacted by *viva voce* vote or show of hands except the election of officers and directors, which shall be by as prescribed in Article III. The Board may provide a ballot for vote on a specific resolution. If necessary, a vote by phone will be an acceptable method of voting.

# ARTICLE VIII

**FIVE AVENUES OF SERVICE**

The five 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. This club will be active in each of the five Avenues of Service.

# ARTICLE IX COMMITTEES

Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The President, President Elect, President Nominee 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.

1. The President shall be ex officio a member of all committees and, as such shall have all the privileges of membership thereon.
2. 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 to the board and approved by the board.
3. 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.
4. All financial reports will be presented to the board within 30 days of the completion of the event.

# ARTICLEX 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 to appropriate RI materials. The service projects committee will consider Avenues of Club Service, Vocational Service, Community Service, International Service and Youth Service when developing plans for the year.

# ARTICLE XI 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 XII FINANCES

**Section 1:**

The Treasurer shall deposit all funds of the club in some bank to be named by the board.

**Section 2:**

All bills shall be paid only by checks signed by the Treasurer or any authorized signer. Any bill greater than an amount determined by the board of directors must be approved with the signature of any two officers. A thorough review by a finance committee appointed by the board of directors or other qualified person shall be made once each year of all the club's financial transactions.

**Section 3:**

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

**Section 4:**

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

**Section 5:**

The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from July 1st to September 30th, October 1st to December 31"\ January

1st to March 31st and April 1st to June 30th

•

A modification to the billing method can be adopted by a vote by the Board of

Directors effective until the end of current term of officers and directors. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st, October 1st, January 1st, and April 1st of each year on the basis of the membership of the club on those dates.

**Section 6:**

At the beginning of each fiscal year the board shall prepare or cause to be prepared 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.

# ARTICLE XIII

**METHOD OF ELECTING MEMBERS**

**Section 1:** *Active members (including additional active members)*

* 1. The name of a prospective member, proposed by an active member of the club or by the membership development committee, shall be submitted to the board in writing, through the club Secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
  2. The board shall ensure that the candidate meets all of Rotary's membership requirements and may establish additional policies for pre-qualifying prospective members to be applied consistently with respect to all proposed members.
  3. The board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.
  4. If the decision of the board is favorable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give their permission for their name and proposed classification to be published to the club.
  5. If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of their admission fee, as prescribed in Article VI of these bylaws, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If approved despite the objection the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club Secretary shall report their name to the General Secretary of Rotary International.

* 1. Following the election, the president shall arrange for the induction of the new member; the club Secretary shall report the new member to R.1.; the Rotary Membership Chair shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new members.
  2. Members in Full pay for all lunches, dues, fees, donations to the Rotary foundation billed quarterly. Members must notify the board in writing to opt out of lunches. The timing of the notice must be contiguous and renewed annually in writing to the board.

**Section 2;**

*Corporate Members*

1. The name of prospective corporate members, proposed by an active member of the club or by the membership development committee, shall be submitted to the board in writing, through the club Secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
2. The board shall ensure that the candidates meet all of Rotary's membership requirements and may establish additional policies for pre-qualifying prospective members to be applied consistently with respect to all proposed members.
3. The board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.
4. If the decision of the board is favorable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give their permission for their name and proposed classification to be published to the club.
5. If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of their admission fee, as prescribed in Article VI of these bylaws, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If approved despite the objection the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club Secretary shall report their name to the General Secretary of Rotary International.

1. Following the election, the president shall arrange for the induction of the new member; the club Secretary shall report the new member to R.1.; the Rotary Membership Chair shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new members.
2. The First Member shall pay for all lunches, dues, fees, donations to the Rotary foundation billed quarterly. The second member will be discounted in dues by $100. Any additional members will be discounted in dues by $124. All other fees and donations will be assessed to each individual member.

**Section 3;**

*Family Members*

1. The name of prospective corporate members, proposed by an active member of the club or by the membership development committee, shall be submitted to the board in writing, through the club Secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
2. The board shall ensure that the candidates meet all of Rotary's membership requirements and may establish additional policies for pre-qualifying prospective members to be applied consistently with respect to all proposed members.
3. The board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.
4. If the decision of the board is favorable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give their permission for their name and proposed classification to be published to the club.
5. If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of their admission fee, as prescribed in Article VI of these bylaws, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If approved despite the objection the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club Secretary shall report their name to the General Secretary of Rotary International.

1. Following the election, the president shall arrange for the induction of the new member; the club Secretary shall report the new member to R.1.; the Rotary Membership Chair shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new members.
2. The First Member shall pay for all lunches, dues, fees, donations to the Rotary foundation billed quarterly. The second member will be discounted in dues by $100. Any additional members will be discounted in dues by $124. All other fees and donations will be assessed to each individual member.

**Section 4:**

*Extension Members*

1. The name of a prospective extension member, proposed by an active member of the club or by the membership development committee, shall be submitted to the board in writing, through the club Secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
2. The board shall ensure that the candidate meets all of Rotary's membership requirements and may establish additional policies for pre-qualifying prospective members to be applied consistently with respect to all proposed members.
3. The board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.
4. If the decision of the board is favorable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give their permission for their name and proposed classification to be published to the club.
5. If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of their admission fee, as prescribed in Article VI of these bylaws, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If approved despite the objection the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club Secretary shall report their name to the General Secretary of Rotary International.

1. Following the election, the president shall arrange for the induction of the new member; the club Secretary shall report the new member to R.1.; the Rotary Membership Chair shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new members.
2. Members in Full pay for all dues, fees, donations to the Rotary foundation billed quarterly. Members are meeting in the evening and are therefore not obligated to pay and will not be billed for lunches. Members must pay the treasurer the current fee for lunch in cash if they attend the Monday Noon Meeting.

**Section 4:**

*Honorary Membership*

The name of a proposed candidate for honorary membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in section 1 of this article and proceed to ballot on the proposed member. If approved the proposed member shall be considered duly elected.

# ARTICLE XIV RESOLUTIONS

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 without discussion.

# ARTICLE XV ORDER OF BUSINESS

Meeting called to order.

Introduction of visiting Rotarian and Guests Correspondence and announcements.

Committee reports if any. Any unfinished business. Any new business.

Address or other program features. Adjournment.

# ARTICLE XVI

**LIABILITY AND INDEMNIFICATION**

**Section 1:** *Limited Personal Liability to the Corporation*

An officer or a director of this Corporation is not personally liable to the Corporation for monetary damages for a breach of such officer's or director's fiduciary duty, except that nothing herein shall be construed to eliminate or limit the liability of an officer or a director for any of the following:

* + 1. A breach of the officer's or the director's duty of loyalty to the Corporation or its shareholders or its members;
    2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
    3. a violation of Section 551(1) of the Michigan Non-Profit Corporation Act;
    4. a transaction from which the officer or the director derived an improper personal benefit;
    5. an act or omission of a director occurring before the effective date of these Restated Bylaws; or
    6. an act or omission that is grossly negligent.

**Section 2:** *Indemnification of Directors, Officers, Members, Employees, Non-Director Volunteers and Agents*

The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of the Corporation's officers and directors in incurred in the good faith performance of the directors' or the officers' duties. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that that person is or was a director or an officer of the Corporation, or is or was serving another organization or entity (whether for profit or not) at the Corporation's request, against expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Corporation or its shareholders or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the Corporation or its shareholders or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Further, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or an officer of the Corporation, or is or was serving another organization or entity (whether for profit or not) at the Corporation's request, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders or its members. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the Court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the Court considers proper.

The Corporation may, by action of its Board of Directors, indemnify its members, employees, non-director volunteers and agents to the same extent as the indemnification of directors and officers.

**Section 3:** *Payment and Advancement of Expenses*

Expenses incurred in defending a civil or criminal action, suit, or proceeding described above may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf to the director or the officer to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation.

If a person is entitled to indemnification under this Article for a portion of expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement but not for the total amount thereof, the Corporation may indemnify the person for a portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

The total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

**Section 4:** *Extent of Indemnification and Determination of Such*

Such indemnification shall be to the fullest extent, and shall be determined in such manner, as now and hereafter permitted by law. The indemnification shall continue as to the person who has ceased to be a director or an office and shall inure to the benefit of the heirs, executors and administers of the person. Any indemnification under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the director or the officer is proper in the circumstances because the person has met the applicable standard of conduct set forth above. This determination shall be made in any of the following ways:

1. A majority vote of a quorum of the Board consisting of directors who were not parties to the action, suit, or proceeding.
2. If a quorum described in subdivision "a" is not obtainable, then by a majority vote of the Committee or Directors who are not parties to the action. The Committee shall consist of not less than two disinterested directors.
3. By independent legal counsel in a written opinion.
4. By the members.

Notwithstanding this Article, the indemnification and advancement of expenses provided by or granted under the Michigan Non-Profit Corporation Act shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Articles incorporation, By-Laws, insurance, or a contractual agreement.

Any repeal or modification of the foregoing paragraphs of this Article shall not adversely affect any right or protection of a director or an officer of the Corporation existing at the time of such repeal or modification.

# ARTICLE XVII AMENDMENT AND RESTATEMENT OF

**ARTICLES OF INCORPORATION**

**Section 1:** *General Power of Amendment*

The Corporation may amend its Articles of Incorporation if the amendment contains only such provisions as might lawfully be contained in such Articles of Incorporation.

**Section 2:** *Power of Members to Amend Articles*

Except as otherwise provided in the Act, amendments of the Articles of Incorporation shall be approved by the members. Notice of meeting, setting forth the proposed amendment or a summary of the changes to be effected thereby, shall be given to each member of record entitled to vote thereon within the time and in the manner provided in Article XVIII, as like amendments to the Bylaws. Any number of amendments may be acted upon at one meeting.

**Section 3:** *Required Vote*

At the meeting, a vote of members, entitled to vote thereon, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the members entitled to vote thereon and, in addition, if any class or series of members is entitled to vote thereon as a class, the affmnative vote of a majority of such members of such class or series. The voting requirements of this section of the Bylaws are subject to greater requirements, as prescribed by the Michigan Nonprofit Corporation Act for specific amendments of that class or series.

# ARTICLE XVIII

**AMENDMENT AND RESTATEMENT OF BYLAWS**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members

present, if notice of such proposed amendment shall have been mailed to each member at least ten days before such meeting. The terminology "mail" shall be consistent with Article 18 of the Standard Rotary Club Constitution. No amendment or addition to these bylaws can be made which is not in harmony with the Club Articles of Incorporation and with the Constitution and Bylaws of Rotary International.

**Section 1:** *History of Bylaw Revisions*

1. Standard Michigan adopted January 14, 1974
2. 1st Amended September 26, 1999
3. 2nd Amended November 8, 2010
4. 3rd Amended February 16, 2015
5. 4th Amended May 28, 2019

