

**Bylaws of the
Wayne Rotary Club
a/k/a the Rotary Club of Wayne, Michigan***

Article I 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 is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary and treasurer. The president may elect to include committee chairs as directors.

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, secretary and treasurer. 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, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidate for president-elect in such balloting shall immediately become the president-nominee and serve as a director. On the July 1 next following the election, such candidate shall become president-elect, and shall assume the office of president on the July 1 immediately following that year

Section 2 – The officers and directors, so elected or selected, together with the immediate past president shall constitute the board.

Section 3 – A vacancy in any office shall be filled by action of the remaining directors. A vacancy in any directorship held by a committee chair shall be filled in accordance with Article 9.

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

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 – *President-elect.* It shall be the duty of the president-elect to serve as a director, to preside at meetings of the club and the board in the absence of the president and to perform such other duties as may be prescribed by the president or the board.

Section 3 – *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 1 January and 1 July 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 4 – *Treasurer.* It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually, at all regular meetings of the board, 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 - *Annual Club Meeting.* An annual meeting of this club shall be held at a date and time decided by the President, at which time the election of officers and Directors to serve for the coming year shall occur.

Section 2 - *Weekly Club Meetings.* The regular weekly meetings of this club shall be held on every Tuesday at 12:05 p.m. or on another date and time decided by the Board. The purpose is to discuss club business, hear educational talks, and enjoy fellowship. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members via email and the club website. Additional events and service projects are posted on the club's -website calendar. All members are encouraged but not required to attend all activities.

Section 3 - *Quorum for Club Meetings.* One-third of the membership shall constitute a quorum at the annual and regular meetings of the club. A member shall be considered as “present” if he or she is physically present at the meeting or otherwise in direct communication with the membership by telephone, facsimile, email, video conferencing or other electronic means.

Section 4 - Board Meetings. Monthly meetings of the board shall be held at a date and time selected by the President and communicated to the Board. 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 - Quorum for Board Meetings. A majority of the directors shall constitute a quorum of the board. A director shall be considered as “present” if he or she is physically present at the meeting or otherwise in direct communication with the Board by telephone, facsimile, email, video conferencing or other electronic means.

Article 6 Membership Dues

The membership dues shall be \$175 per person, or \$250 per couple, or \$300 per corporate member, per annum, payable annually on July 1, with the understanding that a portion of each payment shall be applied to each member’s subscription to the RI official magazine. The amount of annual dues, and the methods by which members can pay their dues, shall be determined on a yearly basis by the Board without amendment to the bylaws.

Article 7 Method of Voting

Section 1 - Board Voting at a Board Meeting. Unless otherwise stated in these By-Laws, no proposal before the Board shall be considered as “approved” unless there is a quorum of voting directors, and the proposal is approved by a majority of the voting directors present. For purposes of voting, a director shall be considered present and have the right to cast a vote if he/she is either physically present or in communication with the Board at the time of the meeting by telephone, proxy, facsimile, email, video conferencing or other electronic means.

Section 2 - Member Voting at a Member Meeting. Unless otherwise stated by these By-laws, no proposal before the Club shall be considered as “approved” by the members unless at least 1/3 of the members are present, and a proposal is approved by a majority vote of those members. For purposes of voting, “present” shall mean that the member is physically present or in direct contact with any director by telephone, proxy, facsimile, email, video conferencing or other electronic means.

Section 3 - Action by unanimous written consent. Notwithstanding anything to the contrary in these By-Laws, the members or the Board may take action by unanimous written consent, without a meeting, by mail or delivery, telephone text, email or other electronic means.

Section 4 - Delivery of Electronic Vote. A vote given by electronic transmission is delivered when received by the President.

Article 8 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 Youth Service. This club will be strive to be active in each of the five Avenues of Service.

Article 9 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-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.

Youth Service. This committee should oversee the activities of the Interact Club, any Rotaract Club started or supported by the Club, Rotary Youth Leadership Assembly and the Youth Exchange Program.

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. Except where special authority is given by the board, such committees shall not take action until a report has been made 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 as requested by the President. The President may choose to include one or more committee chairs as directors.

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 to appropriate RI materials.

Article 11 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 approved 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 by the treasurer or other authorized officer only when approved by two other officers or directors.

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. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 12 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 name of the prospective member shall be published to the existing members at least 3 times before final approval to determine if there are any objections. The publication can be at meetings or via email or other electronic communication. It is not necessary that every member receive notification.

Section 4 – After the publication described in 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 5 – 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 6 – 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, 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 7 – 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 8 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 13 Corporate Membership

Recognizing the growing importance that businesses place on corporate social responsibility, the club has created a corporate membership option. Corporations can take part in projects that give back to the community through Rotary's well-organized

structure. The club offers a corporate membership program for businesses, professional practices, government entities, educational institutions and other organizations (hereafter collectively referred to as the “corporation”).

Section 1 - Member Qualifications. Subject to the approval of the club’s board, the corporation may designate one employee who is the president, chief executive, department head, general manager, or holds another responsible position in the corporation, to serve as member of the club (corporate member).

Section 2 - Attendance. Attendance and participation requirements of the club, if any, must be met by the corporate member.

Section 3 - Dues. Dues for the corporation are \$300 per year.

Section 4 - RI Registration. All corporate members are full, active members of the club and count in the club’s and in Rotary’s database.

Section 5 - Votes and quorum. All corporate members are active, dues-paying members and are eligible to be counted for purposes of quorum and to vote on club matters.

Section 6 - Holding Office. All corporate members are active, dues-paying members of the club and are eligible to hold office.

Article 1 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

The following will be the order of business:

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.

The President may change the order of business to take into account unusual circumstances.

Article 16 Amendments

These bylaws shall be adopted and 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, personally delivered or sent electronically to each member at least seven (7) days before such meeting. No amendment or addition to these bylaws can be made that is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

Article 17 Dissolution of the Club

On liquidation or dissolution, all properties and assets and obligations of the club shall be distributed and paid over to the Wayne Rotary Foundation, which is a Michigan tax-exempt charitable organization pursuant to Internal Revenue Code Section 501(c)(3), as it now exists or may hereafter be amended. If the Wayne Rotary Foundation is not then in existence, or fails to qualify as a tax-exempt charitable organization, any such properties and assets and obligations of the club shall be distributed to an organization chosen by the Board that qualifies as a tax-exempt charitable organization pursuant to Internal Revenue Code Section 501(c)(3), as it exists now or may hereafter be amended.

Date: August 3, 2021

*These By-Laws were adopted by a quorum of the members at the weekly meeting on November 18, 2008. Amendment to Article 5, Section 4 adopted by a quorum at the weekly meeting on July 21, 2009; this amendment and restatement was adopted by a quorum of the members at the meeting on August 3, 2021. Past President, Laura Mack