

Article I – Definitions

1. Board – The Board of Directors (Board) of the Rotary Club of Ann Arbor North (Club), responsible for directing the Club.
2. Director – One of the members of the Club's Board.
3. Member – Any member of the Club, other than an honorary member.
4. Officers – The President, President-elect, Secretary, and Treasurer.
5. RI – Rotary International.
6. Rotary Year – The 12-month period from July 1 to June 30 each year.

Article II – Board of Directors

The governing body of the Club shall consist of not more than ten (10) members. These members shall be the four (4) Club officers, the immediate past president, and up to five (5) additional at large members elected in accordance with Article IV, Section 1 of these bylaws. The Board shall be responsible for the governance of the Club including planning and conducting activities associated with the effective administration and operation of Club meetings.

Article III – Nominating Committee

The Nominating Committee shall consist of no less than three (3) nor more than five (5) members. One of the members shall be the President-elect and at least two (2) other club members only one (1) of whom may be a current board member. The members of the nominating committee shall be appointed by the current president the first time only. Thereafter, members shall be elected at an annual meeting for one-year terms. A slate of these committee nominees shall be presented to the club at the same time as the annual slate of officers and board members. The chair of this committee shall be selected from among the members.

Article IV – Election of Officers

Section 1. At a regular meeting at least two weeks prior to the election of officers, the presiding officer shall call for the Nominating Committee to present a slate to the club assembled for nominations of members to serve as officers for the following year beginning on the first day of July. The nominations shall be presented by a nominating committee as prescribed in article III. At the time nominations are presented, additional nominations may be made by members from the floor with the consent of the nominee..

A vote shall be taken and the candidate(s) receiving a majority of the votes shall be elected to the respective offices. The candidates for at-large directors receiving the highest number of votes shall be declared as elected directors and shall serve for a two (2) year term. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July following the election, and shall serve as an officer during that year. On the first day of July immediately following that year, the president-elect shall assume office as president. The President may determine if balloting will be by voice vote or by paper ballot.

Section 2. A vacancy on the Board, or of any officer's position, shall be filled by action of the remaining directors. This includes vacancies in officers-elect or directors-elect positions.

Article V – Duties of the Officers

Section 1. President: It shall be the duty of the president to preside at meetings of the Club, the Board of directors, to appoint the Nominating committee and to perform such 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 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, and report as required to RI including the semi-annual reports of membership on January 1 and July 1 of each year. The reports to RI shall include per capita dues for all members and prorated dues for active members who have been elected to membership since the start of the July or January semiannual reporting periods, report changes in membership, provide the monthly attendance report, which shall be made to the district governor by the fifth of the following 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 and at other times upon demand by the Board; and to perform other duties as pertains to the office of treasurer. Upon retirement from the office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, and any other Club property.

Section 5. 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 assigned by the president or Board. The current president may appoint a sergeant-at-arms for his or her term.

Article VI – Meetings Requirements & Attendance Recommendations

Section 1. Annual Meeting: An annual meeting of the Club shall be held within the first two weeks of December each year. At this meeting the annual election of officers and directors to serve for the ensuing year shall take place. The order of business at this meeting shall be: call to order, introduction of visitors, correspondence, announcements and Rotary information, committee reports, unfinished business, new business (including the election of officers and directors), address or other program features, and adjournment.

Section 2. Weekly Meetings: Regular weekly meetings of the Club shall be held on Thursdays at noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.

Section 3. Attendance Recommendations at Weekly Meetings: All members, excepting an honorary member (or member excused pursuant to the standard Rotary Club constitution), in good standing in the Club, on the day of the regular meeting, are encourage to attend at least 50% of the regular

meetings if practicable, recognizing that professional or personal reasons may cause occasional absences. Prolonged absences may indicate disinterest and may result in removal from membership in the club

Section 4. Quorum: One-third of the membership shall constitute a quorum at the regular or annual meeting of the Club.

Section 5. Board Meetings: Regular meetings of the Board shall be held each month at a time and place to be determined by the President. Special meetings of the Board may be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 6. A majority of the directors shall constitute a quorum of the Board.

Article VII

Section 1. General Qualifications: The Club shall be comprised of adult persons who hold or are retired from a position of proved leadership or professional stature in the public or private sector; demonstrate volunteer service commitment to the community or chosen field of endeavor; have the availability and the willingness to meet the Club's community project participation requirements; ascribe to the principles and objects of Rotary and live or work within the greater Ann Arbor area.

Section 2. Types of Membership: The Club shall have two (2) types of membership, Active or Honorary. Within Active Membership, there may be different categories of membership as described below. The Board may establish additional membership types as it deems appropriate. The following are the types of membership:

- Active Membership – This type of membership allows an individual to all the benefits accrued to members of Rotary, to participate on projects, vote on Club matters, serve as Club officers and on Club committees.
- Family Membership – This type of active membership allows two persons in the same household (spouse or significant other) full membership at a reduced dues structure to be determined by the board. Joint dues must cover RI and District dues and any additional fees the board deems necessary and reasonable
- Corporate Membership -- This type of active membership is extended to one individual in a business, corporation, non-profit, educational institution or other organization. Up to three (3) additional colleagues in that business or corporation may be named by the corporate member as associate members, to stand in for him or her at meetings or Club functions. Only the individual member may serve on the board and vote in elections. *(The individual, not the corporation or business may be a member of Rotary)*. Corporate membership dues and/or fees will be determined by the board and shall be reviewed at least annually or more frequently as needed.
- New Membership – This is an introductory active membership category. Full membership is offered to a new member, but membership dues are significantly reduced, the amount to be determined by the board. Tenure of New membership is limited to two (2) years, to be

reviewed annually by the board. The board may extend this type of membership if it proves to be useful and beneficial to both parties.

- Honorary Membership - This type of membership is the highest distinction a Rotary Club can confer and is exercised only in exceptional cases to recognize an individual for unusual service and contributions to Rotary and society. An honorary member is elected for one year only, and continuing membership must be renewed annually. Honorary members may attend all Club functions, meetings and activities, but is not assessed annual dues.

Article VIII – Classifications

Section 1. General Provisions: Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.

Section 2. Limitations & Adjustments: The number of active members in a single classification shall be no more than five (5). Members who are retired shall not be included in the total number of members in a classification. The Board, in consultation with the member, may correct or adjust a member's classification at any time.

Article IX – Fees and Dues

Section 1. Admission Fee: An admission fee may be established by the Board as it deems necessary

Section 2. Membership Dues: Membership dues shall be established by the Board and shall be payable quarterly on or before the first day of each quarter. It is understood that a portion of this payment shall be applied to each member's subscription to the RI official magazine.

Article X – Method of Voting

The business of the Club shall be transacted by voice vote except the election of officers which may be by ballot. The Board may also determine that a specific resolution be considered by ballot rather than voice vote.

Article XI – Five Avenues of Service

The five (5) Avenues of Service are the philosophical and practical framework of Rotary. They are Club Service, Vocational Service, Community Service, International Service, and Youth Services (RYLA, Rotaract, Interact, and Rotary Exchange). The Club shall be active in each of these Avenues of Service.

Article XII – Committees

Club committees are charged with carrying out the annual and long-range goals of the Club based on the Avenues of Service. The president-elect, president, immediate past president shall work together to ensure continuity of leadership and succession planning.

Prior to the start of the year in office, the president-elect shall appoint committee members to fill vacancies, appoint committee chairs, and conduct planning meetings. When feasible, committee members shall be appointed to the same committee for three years to ensure consistency. It is recommended that the chair have previous experience as a member of the committee. Standing committees shall be appointed as follows:

- Membership – This committee develops and implements a comprehensive plan for the recruitment and retention of members and the recognition of member service.
- Public Relations – This committee develops and implements plans to provide the membership and the public with information about Rotary and promotes the Club’s service projects and activities through the Club newsletter, web site, and news releases. The committee also assists the Board in the identifying appropriate community projects for the Club.
- Community Service – This committee is responsible for developing and implementing community service projects that address the needs of the local community such as Green Baxter Court, Butterfly and Garden, and other community needs as they arise.
- International Service – This committee is responsible for developing and implementing service projects that serve the needs of communities in other countries and in the promotion of programs such as Youth Exchange, Volunteers, Network Groups, and Friendship Exchanges.
- Fund Raising – This committee is responsible for fund raising activities, including the annual Golf Outing, the Autumn Gala and development and implementation of plans to support the Rotary Club of Ann Arbor North Foundation (RCAANF), and the RI Foundation, through financial contributions and program participation.
- “Ad Hoc” committees may be appointed as needed.

The president shall be a voting ex officio member of all committees and, as such, shall have all the privileges of committee membership.

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 act until a report has been made and approved by the Board.

Each chair shall be responsible for regular meetings and activities of the committee, supervise and coordinate the work of the committee and report to the Board on all committee activities. Committee Chairs may, but are not required to serve on the board except as provided in Section IV, Section 2.

Article XIII – Duties of the 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.

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 XIV – Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending meetings of the Club for a specified length of time. A member on leave of absence must continue to pay dues.

Article XV – 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 to Club operations and one in respect to charitable/service operations.

Section 2. The treasurer shall deposit all Club funds in a bank named by the Board.

Section 3. All bills shall be paid by the treasurer, or other Board-appointed authorized member. All payment of non-budgeted items must be approved by two other Board officers or directors.

Section 4. A thorough review of all financial transactions by a qualified person shall be made once a year.

Section 5. The fiscal year of the Club shall extend from July 1 to June 30 and for the collection of members' dues shall be divided into four (4) quarterly periods: January-March, April-June, July-September, October-December. The payment of per capita dues and RI official magazine subscriptions shall be made on January 1 and July 1 of each year on the basis of the membership of the Club on those dates.

Section 6. On or before 1 September of each year the president and/or the Club treasurer shall submit financial reports to the Club membership that include revenues and expenses for the previous year, existing balances in all financial accounts and the projected budget that has been approved by the Board for the year that is just beginning.

Article XVI– Method of Electing Members

Section 1. Membership Applications: Prospective members who have never been a member of Rotary must be sponsored by an active member of the Club and complete and submit a membership application to the Board. A transferring or former member of another Club may be proposed to active membership by the former Club.

Section 2. Approval of Membership Applications: After ensuring the applicant meets all membership requirements, the Club shall vote to approve the application. The vote shall be administered by the Club president and may be taken via email.

Section 3. Following the election, the president shall arrange for the new member's induction. In addition, the president or secretary shall report the new member information to RI and the president shall assign a member to assist the new member's orientation to the Club as well as assign the new member to a Club project or function.

Section 4. The Club may elect honorary members proposed by the Board. Members may submit recommendations for honorary status to the board for its consideration.

Article XVII - 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 XVIII – Rotary Club of Ann Arbor North Foundation

The RCAAN Foundation (Foundation) is an independent 501(c)3 organization incorporated under the laws of the State of Michigan and has its own Articles of Incorporation and Bylaws. The purpose of the Foundation is to receive, administer and disburse funds exclusively for charitable, educational, and scientific purposes. The Foundation bylaws state that all persons who are members in good standing of the Rotary Club of Ann Arbor North are members of the RCAAN Foundation.

Article XIX – Limitation of Liability & Indemnification

No member of the Rotary Club of Ann Arbor North serving as a director or officer or otherwise serving in any volunteer capacity on behalf of the Club shall be personally liable to the Club or its members for a breach of fiduciary duty such member may be deemed to have by virtue of holding such office or giving such service; provided, however, that this provision limiting personal liability does not eliminate or limit any liability such member may have for breach of a duty of loyalty to the Club and fellow members, for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, or for any transaction from which the member derived an improper personal benefit.

The Rotary Club of Ann Arbor North assumes and indemnifies its volunteer directors, officers and other members engaged in voluntary service on the Club's behalf against liability for all their acts or omissions in such capacities, provided that such volunteer was acting or reasonably believed he/she was acting within the scope of his/her authority and was acting in good faith, and that his/her conduct did not amount to gross negligence or willful or wanton misconduct, was not an intentional tort and was not a tort arising out of ownership, maintenance or use of a motor vehicle for which tort liability may be imposed under Michigan law.

To protect against the risks to the Club and the Foundation of such limitation of liability and indemnification, the Club shall obtain and maintain directors and officers liability insurance coverage for itself, its directors, officers and volunteers, and for the Foundation and the members of its Board of Trustees, provided such coverage is available at reasonable cost, and the costs thereof shall be divided between the Club and the Foundation in such manner as the Club's Board shall decide.

Article XX – Parliamentary Authority

The rules contained in the current edition of *“Robert’s Rules of Order, Newly Revised”* shall govern the proceedings of the Club in all cases where they are not inconsistent with these bylaws and the Articles of Incorporation and Bylaws of Rotary International.

Article XXI – Amendments

These bylaws may be amended at any regular weekly meeting, a quorum being present, by two thirds vote of all members present provided that notice of such proposed amendments shall have been sent 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 Articles of Incorporation and Bylaws of Rotary International