

BYLAWS

of the

ROTARY CLUB of HOLLAND, MICHIGAN

Adopted in May 1986 to bring the club's by-laws into conformity with Rotary International guidelines and existing club practices; amended in July 1987, December 1992, November 1994, January 1997, March 1997, April 1998, May 2002, May 2003, and December 2007.

Article I. Definitions

The definition of terms given in this club's constitution, Article I, shall apply in this document as well, unless the context clearly requires otherwise.

Article II. Board of Directors

The governing body of this club shall be the board of directors consisting of up to fifteen members of this club, namely, eight directors elected in accordance with Article IV, Section 1, of these bylaws and the president, president-elect, vice-president, secretary, treasurer, sergeant-at-arms, and the immediate past president.

Article III. Meetings

Section 1 – *Annual Meeting*. An Annual Meeting of this club shall be held on the second Thursday of December in each year, at which time the election of officers and new directors to serve for the ensuing Rotary year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Thursdays at 12:10 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 (except honorary member or a member excused by the board of directors of this club) 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 percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in this club's constitution, Article VIII, section 1.

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 once a month on a Thursday as determined by the board at its June meeting of the previous year. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two members of the board, due notice having been given.

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

Article IV. Election of Directors and Officers

Section 1 – At a regular meeting at least four weeks prior to the meeting for election of officers, the presiding officer shall ask for nominations for directors to succeed the three (or two, in every third year) directors who are then in the final year of their terms and for president, vice-president, secretary, treasurer and sergeant-at-arms. Nominations shall be presented by the chairman of a

nominating committee appointed and convened by the chairman of the board of directors. Additional candidates for these offices may be nominated by members from the floor. Nominations duly made shall be placed on the ballot in alphabetical order under each office and shall be voted for at the annual meeting. The two or three (as the case may be) candidates for director receiving the highest number of votes shall be declared elected as directors. The candidates for president, vice-president, secretary, treasurer, and sergeant-at-arms receiving the highest number of votes shall be declared elected to their respected offices. The president elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following election as president, and shall assume office as president of the club on the first day of July immediately following the year of service on the board as president-elect. The newly elected directors and officers shall take office at the start of the next Rotary year, being 1 July following.

Section 2 – The nomination of officers by the nominating committee shall follow this normal succession (unless prevented by exceptional circumstances): the vice-president whose term is expiring is nominated as the new president-elect.

Section 3 – The term of office for an elected director shall be three years. No director shall be elected to a second consecutive three-year term.

Section 4 – The directors and officers, so elected, together with the immediate past president shall constitute the board of directors, with the immediate past president serving as chairman of the board.

Section 5 – A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 6 – A vacancy in the position of any director-elect or officer-elect shall be filled by action of the remaining members of the board of directors-elect.

Article V. Duties of Officers

Section 1 – *Immediate Past President.* It shall be the duty of the immediate past president to serve as the chairperson of the board to preside at meetings of the board, and to perform such other duties as ordinarily pertain to this office.

Section 2 – *President.* It shall be the duty of the president to preside at meetings of the club; to preside at meetings of the board in the absence of the chairperson; and to perform such other duties as ordinarily pertain to this office.

Section 3 – *President –Elect.* It shall be the duty of the president –elect to preside at meetings of the club in the absence of the president and at meetings of the board in the absence of both the chairperson and the president; to supervise and coordinate the work of the Community and international Service committees and of such other committees as may be appointed on particular phases of community and international service; and to perform such other duties as may be prescribed by the president or the board.

Section 4 – *Vice-President*. It shall be the duty of the vice-president to be responsible for all Club and Vocational service activities and to supervise and coordinate the work of all committees appointed on particular phases of club and vocational service.

Section 5 – *Secretary*. It shall be the duty of the secretary to coordinate the work of the executive secretary and the use of the club's electronic database, to keep the records of membership and attendance, send and preserve the minutes of such meetings, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI as of January 1st and July 1st of each year, the report of changes in membership which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings which shall be made to the district governor within 15 days following the last meeting of the month, to publish the minutes of the meeting of the board of directors, and perform such other duties as usually pertain to this office.

Section 6 – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for the same to the club annually and at any other time upon demand by the board, to collect and remit to Rotary International subscriptions to *The Rotarian*, and to perform such other duties as usually pertain to this office. Upon retirement from office, the treasurer shall turn over to a successor or to the president all funds, books of accounts, and any club property in his possession.

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

Article VI. Method of Voting

The business of this club shall be transacted *viva voce* except the election of officers and directors, which shall be by ballot.

Article VII. Committees

Section 1 – Standing Committees

- (a) The president shall, in consultation with the president-elect and subject to approval of the board, appoint chairpersons of the following standing committees: Community Service Committee, Committee to Assist Challenged Students, International Service Committee, International Youth Exchange Committee, Rotary Foundation Committee, Foundation Scholarships Committee, and of such other standing committees on particular phases of community service and international service as the board may establish.
- (b) The president shall, in consultation with the vice-president and subject to approval of the board, appoint chairpersons of the following standing committees: Vocational Service Committee, Youth ,Schools, and Colleges Committee, Program Committee, Communications Committee, Club Development Committee, Member Involvement Committee, Member Services Committee, and of such other standing committees on particular phases of vocational service and club service as the board may establish.

- (c) The president shall, in consultation with the other officers and subject to approval of the board, appoint the chairperson of a standing Fund Raising Committee to support the club's activities in the Community, International, and Vocational Avenues of Service.

Section 2 – Committee Membership

- (a) Each standing committee shall have, in addition to the chairperson, at least two other members, appointed by the chairperson with the approval of the assigned officer and of the president.
- (b) The president may appoint individual directors as liaison members of the committees, to assist in the work of the committees and in conveying committee reports regularly to the board.
- (c) The president shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership thereon.

Section 3 – Subcommittees and Ad Hoc Committees

- (a) Committees, or their chairpersons, may establish subcommittees to be responsible for specific aspects of the committee's work. Subcommittee members may, but need not, be members of the parent committee.
- (b) The board may establish such ad hoc committees as it deems necessary, and the board chairperson or president shall appoint the members of such committees, subject to board approval.

Section 4 – Responsibilities and Powers. Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the board. Except where authority has been given by the board, committees shall not take action until a report has been made to the board and approved by the board.

Article VII. Duties of Committees

Section 1 – Avenue of Community Service. The committees in this area are concerned with guiding and assisting the members of the club in discharging their responsibilities in their community relationships.

- (a) The Community Service Committee shall administer and evaluate the club's community service projects and, with approval, initiate new projects to meet specific needs and solicit and evaluate grant applications from community organizations as the board may direct. Its primary areas of concern shall be the welfare of human beings in the community, the physical condition of the community, its public facilities, and its environmental quality.
- (b) The Committee to Assist Challenged Students shall work with local agencies to help meet the needs of children in the community who are handicapped. It may also, in cooperation with the International Service Committee, address needs of such children worldwide.

Section 2 – Avenue of International Service. The committees in this area are concerned with guiding and assisting the members of the club in discharging their responsibilities in matters relating to international service.

- (a) The International Service Committee shall administer and evaluate the club's international service projects and, with board approval, initiate new projects to meet specific needs; work with the Rotary Foundation and with other Rotary clubs in this and other countries on world community service projects; promote personal contacts with Rotarians and non-Rotarians in other countries and those visiting this community from other countries; and promote discussion of international topics in club and community programs.
- (b) The international Youth Exchange Committee shall promote and coordinate the club's participation in the Rotary International Youth Exchange program, sending local youth to study abroad, bringing young people from other countries to live and study in our community and helping provide for their welfare.
- (c) The Rotary Foundation Committee shall inform members regarding the Rotary Foundation, its purpose and functions, and encourage financial support of its work.
- (d) The Foundation Scholarships Committee shall seek out, interview and recommend outstanding candidates for RI scholarships and fellowships; and shall assist the district Group Study Exchange committee in recruiting and screening candidates for the GSE program and sponsoring visiting teams under the program.

Section 3 – Avenue of Vocational Service. The committees in this area are concerned with cultivating greater awareness, among club members and the community in general, of the principles of Rotary with regard to high ethical standards in business and the dignity of work in providing opportunity to serve.

- (a) The Vocational Service Committee shall devise and carry into effect plans which will guide and assist the members of the club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations.
- (b) The Youth, Schools, and Colleges Committee shall administer and evaluate the club's projects that serve young people in the community up through college age (except those projects relating to challenged students and exchange students); and, with board approval, initiate new projects to meet specific needs.

Section 4 – Avenue of Club Service. The committees in this area are concerned with enabling the organization to function effectively, particularly with regard to weekly programs, membership, communications, and the members' enjoyment and mutual support.

- (a) The Program Committee shall arrange for informative and stimulating programs for the club's meetings; ensure that those in charge of publicity, both internal and external, are given timely program information; arrange for members to give the invocation at each meeting; ensure that the programs are in keeping with Rotary's Object and its standards

regarding community, national, and international affairs (Constitution, Articles IV and XI); and have suitable programs available in case of an emergency.

- (b) The Communications Committee shall devise and carry into effect plans to give the public general information about the history and achievements of Rotary and to secure proper publicity for the club; oversee the production and circulation of such internal organs as weekly and monthly newsletters and an annual directory; encourage other committees to use these vehicles of communication, maintain the club's website for communication with members and with the world at large; represent the club in cooperative efforts with the district and other Rotary entities in applications of computer technology and provide technical support for officers and other committees as needed; stimulate interest in *The Rotarian* and the Rotary International website among club members and in the community, and inform the magazine of newsworthy club activities; and maintain and encourage use of the club's archives.
- (c) The Club Development Committee shall devise and carry into effect plans to recruit new club members; review all proposals for membership from the standpoints of eligibility and classification and report its recommendations to the board; ensure that prospective members are informed about the privileges and responsibilities of Rotary membership; and arrange a meaningful induction ceremony for duly approved new members. It shall also conduct an annual classification survey of the community and publicize to the club its findings regarding vacant classifications, and advise the board when change in a member's circumstances requires a change of classification.
- (d) The Member Involvement Committee shall oversee the orientation of new members during their first year in the club; keep all members informed about the privileges and responsibilities of Rotary club membership and the history, Object, and activities of Rotary at all levels; investigate and seek to remedy the causes of less of members; record attendance at club meetings and report this information to the secretary; keep members informed on attendance requirements; promote incentives for good attendance; work to ascertain and rectify conditions that contribute to unsatisfactory attendance; encourage make ups through qualifying service activities and attendance at other Rotary clubs; and encourage participation by all members in district, inter-club, regional, and international activities of Rotary.
- (e) The Member Services Committee shall promote acquaintance and friendship among the members, making use of organized recreational and social activities as well as the weekly meetings; ensure the welcoming of guests and visiting Rotarians; recognize members achievements and special days; encourage members to support one another in times of individual or family stress; recommend to the board candidates for special awards; and maintain communication with caterers regarding luncheon menus and changes of venue.

Section 5 – The Fund Raising Committee shall plan and implement activities to generate financial support, both from members and charitable projects.

Article IX. 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 this club for a specified length of time. (Note: Such leave of absence operates to prevent a forfeiture of membership; it does not operate to give the club credit for a member's attendance. Unless the member makes up

for the absence in one of the ways specified in Article VIII, Section 1 of this club's constitution, the member must be recorded as absent.)

Article X. Finances

Section 1 – The treasurer shall deposit all funds of the club in financial institution(s) to be named by the board.

Section 2 – All bills shall be paid only by check signed by the treasurer or another officer, as the board may specify. Vouchers for expenses shall be submitted to the treasurer whenever possible to verify expenditure. A thorough audit by a certified public accountant or other qualified person shall be made annually at the direction of the board.

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

Section 4 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and magazine subscriptions to RI shall be made on or after 1 July and 1 January of each year on the basis of the membership of the club on those dates. (Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretariat.)

Section 5 – 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 the board.

Article XI. 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 for the time being 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 club constitution.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4 – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 – If no written objection to the proposal stating reasons, is received by the board from any member (other than honorary) of the club within seven days following publication of

information about the prospective member, that person 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 shall be considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the induction of the new member, the club secretary shall issue a membership card and shall report the new member to RI; the sergeant-at-arms shall provide appropriate literature for presentation at the induction; The Club Development committee shall assign a member to assist in the assimilation of the new member; and the treasurer shall invoice the new member for the admission fee and current dues, upon payment of which the requirements for membership shall be complete. In the case of honorary members, the foregoing induction process shall be adapted to reflect the privileges and responsibilities of that status.

Article XII. Fees and Dues

Section 1 – The admission fee, determined annually by the board, shall be paid before an applicant can qualify as a member.

Section 2 – The membership dues shall be determined annually by the board, subject to ratification by the club, and shall be payable semiannually, in advance on the first day of July and January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to *The Rotarian* magazine, in the amount set for the subscription by RI.

Article XIII. 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 XIV. Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present and voting, provided that notice of such proposed amendment shall have been given to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.