

BY-LAWS OF THE ROTARY CLUB OF FLINT, MICHIGAN
Adopted September 23, 1988
Amended March 8, 1991, October 28, 1994 and May 8, 2007

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 II

Board of Directors, Officers and Elections

Section 1. Government – The governing body of this Club shall be the Board of Directors, hereafter referred to as the Board. The Board shall consist of the President, President-Elect, two Vice-Presidents, Secretary, Treasurer, and four additional Directors, and the immediate Past President. A member of the Board may hold two offices concurrently, subject to Board approval.

Section 2. Election of Board – A nominating committee consisting of the President-Elect, (Who shall serve as chairperson), the current President, and three former Presidents shall meet and nominate candidates for President-Elect, two Vice-Presidents, Secretary, Treasurer, and four members of the Board of Directors, which shall be subject to approval by the Board of Directors and presented to the members at a regular meeting in November. No person shall be nominated by the nominating committee to serve as an officer unless such person has served on the Board of directors of this club. At the next regular meeting additional nominations for Directors only shall be called for by the presiding officer. These nominations shall be placed upon a ballot and voted on at a regular meeting in December. The form of the ballot for officers shall be “shall _____ be elected to the office of _____” followed by a place to vote “yes” or “no”. There may also be a place provided to vote for all officer nominees. The candidates securing the highest number of the votes shall be declared elected and shall constitute the Board for the ensuing year. In the event of a tie, the chairperson of the election committee shall break the tie through a draw. The President-Elect in such balloting shall serve as President-Elect for the year commencing on the first day of July next following election as President-Elect, and shall assume office as President on the first day of July immediately following the year of service on the board as president-elect.

Section 3. Term of Office – The term of office for Board Members and Officers shall be for one year, commencing on the first day of July following the annual election in December. A Director shall serve no more than three consecutive terms, unless selected an Officer of the Club.

Section 4. Vacancies - A vacancy on the Board shall be filled by action of the remaining Members of the Board. 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 III 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 the Board may determine.

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 the Board may determine.

Section 3. Other Officers – The Board shall prescribe the duties of Vice-Presidents and any other officer duly elected under these By-Laws.

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 semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, and the report of changes in membership, which shall be made to the General Secretary of Rotary International; make the monthly report of attendance at Club meetings, which shall be sent to the District Governor immediately following the last meeting of the month; and perform such other duties as the Board may determine. Upon retirement from office, the Secretary shall turn over to a successor or to the President all records, archives, and any other Club property.

Section 5. 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, and to perform such other duties as the Board may determine. Upon retirement from office, the Treasurer shall turn over to the succeeding Treasurer or to the President all funds, books of account and any other Club property.

Article IV Meetings, Voting, and Resolutions

Section 1 Annual Meeting – The annual meeting of this Club shall be held on a regular meeting day during the month of July in each year, at which time the elected officers shall be installed. The activities of the past year, including the Flint Rotary Charitable Foundation projects shall be displayed and the yearly budget shall be explained and approved by the membership.

Section 2. Weekly Meetings – The regular weekly meetings of this Club shall be held on Fridays at 12:10 p.m. Due notice of any changes in or cancellation of the regular meeting shall be given to all members of the Club.

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

Section 4. Board Meetings – Regular meetings of the Board shall be held once each month at the call of the presiding office. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon request of two members of the Board, due notice having been given.

Section 5. Quorum of the Board – A majority of the Board Members shall constitute a quorum for the transaction of business. If a quorum is not present, absent members shall be polled for the approval of action items.

Section 6. Method of Voting – The business of this Club shall be transacted by *viva voce* vote except the election of Officers and Directors shall be by ballot.

Section 7. Motions or Resolutions – No resolution or motion to commit this Club on any matter shall be submitted to 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 V Membership

Section 1. Election of Active Members

- (a) The name of a prospective member to fill an open classification, having been proposed by the Membership development Committee or by an active member in good standing, shall be submitted in writing to the Board, through the Secretary.
- (b) The Secretary shall submit the names to the Classification and Qualifications Committee, which shall consider the eligibility such proposed member, declare the proposed classification proper or improper, and refer it to the Secretary.
- (c) After making due investigation of the character, business and general eligibility of the person proposed for membership, the Membership Qualification Committee shall then proceed to vote, and if no more than one negative vote is cast, the proposed member shall be considered eligible and so recommended to the Board.
- (d) The Board shall then review the action of the Classification and Qualification Committees and sustain, reject or refer the action back to either committee for further consideration.
- (e) When the Classification and Qualification Committees have reported adversely upon the proposed member and the Board has sustained the action, the proposer shall be so notified by the Secretary.

- (f) After permission to do so has been secured from the proposed new member, the Secretary shall notify each member of the Club by means of two successive publications in the weekly newsletter, giving the classification under which the prospect is proposed for membership.
- (g) A fourteen day period shall then be allowed, during which any member objecting to the election of the proposed member shall notify the Secretary in writing, stating the reasons for the objection.
- (h) If no objection is received in such period, the proposed member shall be considered qualified for membership.
- (i) If any objections have been filed, the Board shall consider the same at any regular or a special meeting of the Board, and proceed to ballot on the proposed member. If no more than two negative votes are cast, the proposed member shall be considered qualified for membership. If more than two negative votes are cast, the Board shall make a decision on the acceptance or rejection of the proposed member.
- (j) The Secretary shall then notify the proposer and the proposed member of qualification for membership and invite the proposed member to apply for membership in the Club. The Secretary shall also make arrangements for the proposed member to meet with the Orientation Committee.
- (k) When the proposed member has completed the application process, indicating understanding and acceptance of the responsibilities of membership, together with the remittance for the admission fee and dues as provided in Article V, that person shall be considered duly elected to membership and shall be introduced to the Club.
- (l) After receiving the completed application and the remittance for the admission fee and dues, the Secretary shall issue to the newly elected member a Rotary member identification card, if needed.
- (m) The Secretary shall then fill in a new member report from for the newly elected member and forward the completed form to the District Governor and to the General Secretary of Rotary International.

Section 2. Past Service Members – A member who has reached an aggregate of the members years of age and years of membership in one or more clubs totaling 85 years or more and the member has notified the Club Secretary in writing of the member's desire to be excused from attendance and the Board has approved, they shall be designated Past Service (the club designation).

Section 3. Honorary Members – Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in the Club. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, shall not be eligible to hold any office in the Club, and shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all other privileges of the Club. No honorary member is entitled to any rights or privileges in any other club. Honorary members must be re-elected each year by the Board.

Section 4. Other Membership Rights or Limitations – The Club shall abide by all other membership qualifications or restrictions as set forth in the By-Laws of Rotary International and Rotary Club of Flint.

Section 5. Leave of Absence – Upon written application to the Board, setting forth good and sufficient cause, leave of absence not to exceed six (6) months may be granted excusing a member from attending the meetings of the club. Such applications may be renewed at the expiration of the excusal period.

Article VI Fees and Dues

Section 1. Applicant's Admission Fee – The admission fee shall be set by the Board, to be paid before the applicant can qualify as a member.

Section 2. Applicants, Previous Members of Other Rotary Clubs – The admission fee shall be half the total set by the Board.

Sections 3. Membership Dues – The membership dues shall be as set by the Board and approved by the membership at the annual meeting, including roster fee, and shall be payable in full on the first day of July each Rotary year. Dues paid after October 1st shall be assess a late charge of ten dollars. Other fees approved by the membership shall be payable upon notification and invoicing. Dues will be prorated for a member joining during the year.

Section 4. Pledges – All members of the Rotary Club of Flint are required to make and pay a minimum yearly pledge to the Flint Rotary Charitable Foundation, for Club projects to be set by the Board of Directors. This requirement may be waived by the Board for members, if deemed a hardship.

Section 5. Good Standing Membership – Payment of dues and pledges is required to remain a member in good standing. Any member who, due to financial or other conditions, cannot meet these requirements may be granted a waiver of this requirement, if deemed by the Board to constitute a hardship.

Article VII Finances

Section 1. Depository – The Treasurer shall deposit all funds of the Club in depositories named by the Board.

Section 2. Check Signing and Audit – All disbursements shall be made only by checks signed by the Treasurer and one other Officer, upon vouchers or other documents signed by any two officers. A thorough audit of all the Club's financial transactions shall be made once each year by an Audit Committee or the Board or a

Certified Public Accountant. The Finance Committee shall annually conduct a review of the financial records of the Club.

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

Section 4. Fiscal Year – The fiscal year of the Club shall extend from July 1st to June 30th, and for the collection of members' pledges may be divided into semi-annual periods extending from July 1st to December 31st and from January 1st to June 30th.

Section 5. Budgets – Prior to the beginning of each fiscal year, a committee consisting of the current President, incoming President, the immediate Past President, and the Treasurer shall prepare a budget of estimated receipts and disbursements for the year. The Board having agreed to this budget and once approved by the membership, it shall stand as the limit of expenditures for the purpose designated unless otherwise ordered by the Board.

Section 6. Flint Rotary Club Charitable Foundation – All receipts from annual member pledges for Club projects shall be deposited to the account of the Flint Rotary Charitable Foundation. The Board of Directors of the Foundation shall consist of the same persons who serve as Directors of the Flint Rotary Club.

Section 7. The Flint Rotary Club Endowment Fund – The Flint Rotary Club Endowment Fund, otherwise known as the Jack Hamady Foundation, is a separate foundation from the Rotary Club of Flint. It is also separate from the Flint Rotary Charitable Foundation. It was established on March 19, 1993 for the purpose of furthering the charitable purposes of the Rotary Club of Flint. The Community Foundation of Greater Flint is the recipient of contributions to the Flint Rotary Endowment Fund.

Section 8. Gifts and Bequests – All gifts and bequests shall go in their entirety to the Flint Rotary Charitable Foundation or the Flint Rotary Foundation Endowment Fund (Jack Hamady). Donors may designate which fund they prefer. A \$50.00 memorial contribution to the Flint Rotary Endowment Fund shall be made by this club upon the death of any member of this club.

Article VIII Committees

Section 1. Appointment of Committees – The Board shall appoint committees in the following areas of service, hereafter known as clusters:

- a. Club Service
- b. Vocational Service
- c. Community Service
- d. International Service

Section 2. Duties of Committees – Committees shall submit Goals & Objectives to the President-Elect prior to the beginning of each fiscal year. Committees shall make both written and verbal report of progress to the Board during the year as scheduled by the Board. These activities are to be undertaken under the guidance and direct participation of the designated Committee Chairperson.

Section 3. Role of Board Members – Each year, members of the Board shall be assigned to an area of service and be asked to serve as liaison to committees in that specific service cluster. Board members are discouraged from accepting seats on committees either in or outside their designated cluster.

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

Article IX Indemnification of Officers and Directors

Section 1. Indemnification and Insurance – The Club shall, to the fullest extent now or hereafter permitted by law and be regulation and rulings issued by the Internal Revenue Service, indemnify any Director or Officer of the Club (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any employee or agent of the Club) who was or is a party to any threatened, pending, or completed civil action, suit or proceeding by reason of the fact that such person is or was a Director, Officer, Employee or Agent of the Club, against expenses (other than taxes, penalties or expenses of correction) including attorney's fees which expenses may be paid by the Club in advance of the final disposition of such action, suit or proceeding as provided by law) actually and reasonably incurred by such person in connections with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Club and such person is either successful in his or her defense or the proceeding is terminated by settlement, and such person has not acted willfully and without reasonable cause with respect to the Club duties concerned. The Club shall purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses or correction, judgments, settlements or expense) asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Club would have the power to indemnify him or her against liability under the provisions of this Article or under the provisions of Section 561 through 565 of the Michigan Non-Profit Corporation Act.

Section 2. Rights to Continue – The indemnification herein provided for shall continue as to a person who has ceased to be a Director or Officer of the Club and, to the extent provided in a resolution of the Board of Directors or in any contract between the Club and such person, may continue as to a person who has ceased to be an employee or agent of the Club. Any indemnification of a person who was entitled to indemnification

after such person ceased to be a Director, Officer, Employee or Agent of the Club shall inure to the benefit of heirs, personal representative and administrators of such person.

Article X Amendments

Section 1. Method of Amendment – These by-laws may be amended at any regular meeting of the Club, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been communicated to each member at least ten days before such meeting. No amendment or addition to these by-laws shall be made which is not in harmony with the Constitution and By-Laws of Rotary International.

Adopted at a regular meeting of the Rotary Club of Flint, Michigan, September 23, 1988, and amended at regular meetings on March 8, 1991, October 28, 1994, and April 10, 2007.

Revised October 19, 1991, October 28, 1994. Final Draft April 10, 2007.