

Bylaws of the Rotary Club of Brighton

(as approved by the Club's vote on January 23, 2024)

Article 1 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 shall be the Board consisting of eleven members of this Club, namely six Directors and the President, Vice-president (President-elect), Secretary, Treasurer, and the immediate Past President.

Article 3 Election of Directors and Officers

Section 1 – Qualifications: Candidates for positions on the Board and all serving Directors and Officers must be members of the Club in good standing at the time of their respective nominations and during their respective terms of service.

In addition to being members in good standing, candidates for Officer positions must have been members of the Brighton Rotary Club for one year prior to their nomination. Candidates for President must have served as Vice-President (President-elect).

Section 2 – Election: At a regular meeting during the month of November, one month prior to the meeting for election of Officers, the presiding Officer shall ask for nominations of qualified members of the Club for Vice-President (President-elect), Secretary, Treasurer, and two Directors. The nominating committee, which consists of the current President, Vice-President (President-elect), and all Past Presidents (as available), shall present a slate of nominees. Members may also nominate qualified individuals from the floor, following the report of the nominating committee. 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. If necessary, the vote may be executed by mail or email, with the results announced at the annual meeting.

The Vice-President (President-elect) shall succeed to President without the need for a vote of the Club membership. Directors will serve for one three-year term. The members serving as Secretary and as Treasurer may be re-elected annually without term restrictions.

The terms of the elected officers and directors commence the first day of July next following the election.

Section 3 – the Officers and Directors so elected, together with the immediate Past President and the four Directors with continuing terms, shall constitute the Board.

Section 4 – a vacancy in the Board or any office shall be filled by action of the remaining members of the Board. In the event of a vacancy in the office of the President, the Board shall elect a member of the Club who is a past president to serve out the term as Interim President. All other vacancies shall be chosen from qualified members of the Club.

In the event a Director position becomes vacant, a qualified member filling that Director vacancy will complete the former Director's term, which time will not be counted towards a one three-year term. Upon completion of the former Director's term, if the Director who has filled the vacancy wishes to continue service on the Board, upon being elected, the Director will then begin serving the one three-year term.

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 – Vice-President (President-elect). It shall be the duty of the Vice-President to preside at meetings of the Club and the Board in the absence of the President and to perform such other duties as ordinarily pertain to the office of Vice-President. In addition, the Vice-President shall serve as Board liaison to the Club's standing committees

Section 3 – 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 RI, including the semiannual reports of membership, which shall be made to the general Secretary of RI on 1 January and 1 July 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, and the report of changes in membership, which shall be made to the general Secretary of RI; provide the monthly report of attendance at the Club meetings, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit to RI subscriptions to ROTARY; and perform such 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 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 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. With Board approval, a bookkeeper and/or accountant may be hired to help perform the duties associated with the job.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this Club shall be held on the first Club assembly during December, at which time the

election of Officers and Directors to serve for the ensuing year shall take place.

Section 2 – the regular meetings of this Club shall be held on Tuesdays at 12:15 p.m.

Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the Club. All members in good standing in this Club on the day of the regular meeting, excepting an honorary member (or member excused by the Board of Directors of this Club, pursuant to Article VIII, Section 2(b) of the standard Rotary Club constitution), must be counted as present or absent, and attendance must be evidenced by the member's being either at this Club or at any other Rotary Club, or at Club events, Committee meetings, District meetings, Rotary conferences, other official Rotary functions, or as otherwise provided in the standard Rotary Club Constitution, Article VIII, section 1.

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

Section 4 – Regular meetings of the Board shall be held on the second Tuesday of each month or as scheduled by the President. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Board Members, due notice having been given.

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

Section 6 – Action by Consent. Any action required or permitted to be taken at any meeting of the Board or the members may be taken without a meeting, without prior notice, if a consent in writing, electronically, or telephonically, setting forth the action so taken, shall be made by the Board or the members, as the case may be. This shall include approval by assent due to non-response by a date certain.

Section 7 – Notice of Meetings and Electronic Communication. Any notice, communication or vote which may be given in writing or personally may be done through electronic means as if such notice, communication or vote was done in writing or personally.

It is the intent of these Bylaws that the actions authorized by Public Act No. 9, Public Acts of 2008, Section 450.2525 be fully authorized and permitted.

Article 6 Fees and Dues

Section 1 – Inductions of new members will occur once a quarter. Formal club membership starts on week 3. Dues will be prorated accordingly.

Section 2 – The membership dues shall be a total of RI, District, and Club dues, plus meals, payable annually on the first day of July or semi-annually on the first day of July and January.

Section 3 – Membership dues for retirees shall be all dues as assessed in Section 2 excluding meals. Retirees are responsible for paying the regular meal fee when they do have lunch. Retired status is defined as any member that is not working in their primary field of expertise and who is 65 or older.

Section 4 – Honorary members shall not pay dues or fees. Such members shall be responsible for paying the regular meal fee when they have lunch.

Section 5 – Members on the Club roster at the start of the Year will be held responsible for paying these dues unless approved otherwise by the Board.

Section 6 – Change in Club Dues. The Club dues portion of membership dues may be changed by action of the Board and voted approval of the full membership.

Article 7 Method of Voting

The business of this Club shall be transacted by *viva voce* vote except the contested election of Officers and Directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

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 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 Vice-President (President-Elect), President, and immediate Past President will 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 Vice-President (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 shall be appointed as follows:

- Club Administration
This committee shall conduct activities associated with the effective operation of the Club. Elements to be managed include Club program, Club communication, attendance, and fellowship. The committee membership shall include the Club's Sergeant-at-arms, who shall develop and implement plans to

support the Board officers in keeping order and in other duties as may be prescribed by the President of the Board.

- **Membership**
This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.
- **Public Relations**
This committee shall develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
- **Service Projects**
This committee shall develop and implement educational, humanitarian, and vocational projects that address the needs of the Club's community and communities in other countries. Such efforts shall include literacy efforts in the Club's community and communities in other countries.
- **The Rotary International Foundation**
This committee shall develop and implement plans to support The Rotary International Foundation through both financial contributions and program participation. This committee shall also develop and implement educational projects that inform Club members about the work of The Rotary International Foundation worldwide. Such plans and projects may include the development and implementation of a club-level foundation (eg. Brighton Rotary Foundation) to address local needs and program.

Additional ad hoc committees may be appointed as needed.

The Vice-President (President-elect) shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership therein.

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 by the Board.

Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate of the work of the committee, and shall report to the Board on all committee activities.

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 appropriate Rotary International materials. The service projects committee shall consider the Avenues of Service when developing plans for the year.

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 Vice-President (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 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 ordered by action of the Board.

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 authorized officer only when approved by another officer or Director.

Section 4 – 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 5 – A thorough review of all financial transactions shall be made once each year by an ad hoc audit committee drawn from the general membership. Such review shall not be performed by any person hired under the rules in Article 4, section 4. The audit committee shall report to the Club President, commenting on both the accuracy of the financial records reviewed and on the efficacy and security of procedures and internal controls in place.

Section 6 – The fiscal year of this Club shall extend from 1 July to 30 June. The payment of per capita dues to Rotary International 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 Resolutions

The Club shall not consider any resolution or motion to commit this 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 13 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 or membership chairperson. A transferring or former member of another Club may be proposed to active membership by the former Club. The proposal of a prospective member, 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 at the next regular Board meeting following such membership

submission. If the Board approves the prospective member, Club members shall be notified of the Board's conditional approval, so as to give the Club members the opportunity to object.

Section 4 – If no written objections to the prospective member, stating reasons, are received by the Board from any member (other than honorary) of the Club within seven (7) days following publication of information about the prospective members, the Club Secretary notifies the proposed of its decision.

Section 5 – If no written objection is lodged in accordance with Section 4 herein, the prospective member shall be informed of the purposes of Rotary and the privileges and responsibilities of membership. The prospective member shall then attend three (3) consecutive regular Club meetings, following which the prospective member shall be provided with an invitation to join and will receive a prorated invoice for membership dues. Once this is received, s/he shall be considered to be a member of this Club.

Section 6 – If any such objection has been filed with the Board, the President shall promptly meet with the objecting member, and the proposing member, in an attempt to resolve the objection, or employ another means of resolving the matter. If such efforts do not result in resolving the objection, the prospective member shall be submitted to the Board for a final decision, or in the alternative, the proposing member may withdraw the proposal for membership. If membership is denied, the proposer will be informed by the President, including the reason(s) for denial.

Section 7 – Following the acceptance of the prospective member to membership, the President shall arrange for the induction of the then new member. The Club Secretary shall report the new member to Rotary International and the District.

Section 8 - The name of an individual recommended for honorary membership shall be subject to the same approval process as any other classification of membership. All honorary members shall meet

classification membership requirements for this class as articulated by Rotary International.

Article 14 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. Such leave shall generally not exceed three (3) months. Membership dues will remain in effect unless the Board approves otherwise.

Article 15 Termination of Membership

Section 1 – A member may resign at any time by giving written notice to the Board. The resigning member is required to pay all back dues owed to the Club upon resignation.

Section 2 – A member may be terminated from the Club for, but not limited to, the following reasons: poor attendance, lack of payment of dues, meals, etc.; lack of character, business, social and community standing; falsified information on the membership application and/or other documents; criminal convictions; and determinations by the Board of Directors. The member shall be afforded the opportunity to have a hearing within fourteen (14) days of notification, if requested in writing to the Board. Termination and hearing procedures shall meet Rotary International policies and procedures.

Article 16 Order of Business for Regular Meetings

Meeting called to order

Pledge of Allegiance

Prayer

Introduction of visitors

Correspondence, announcements, and Rotary information

Committee reports, if any

Any unfinished business

Any new business

Sergeant-at-Arms presentation
Address or other program features
50/50 drawing
Four Way Test
Adjournment

Article 17 Amendments

These bylaws 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 be sent (by mail or electronic means) 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 standard Rotary club constitution and with the constitution and bylaws of Rotary International.