

# **Bylaws of the Rotary Club of Troy, Michigan**

Revised June 2019

by Board of Directors Review and Member Approval

## **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 (individual or corporate), other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

## **Article 2 Board**

The governing body of this club shall be the board consisting of nine (9) members of this club, namely, three (3) directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect, president-nominee, secretary, treasurer, and the immediate past president.

## **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, secretary, treasurer, and three(3) directors. 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 have 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 three (3) candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the election of a successor.

**Section 2** – The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as meeting facilitator.

**Section 3** – A vacancy in the board or any office shall be filled by the board by a vote of a quorum of the board on a prospective candidate nominated by the board.

## **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 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; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year and keeping membership records up to date; 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 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.

**Section 5 – *Meeting Facilitator*.** The duties of the meeting facilitator shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

## **Article 5 Meetings**

**Section 1 – *Annual Meeting*.** An annual meeting of this club shall be held no later than 31 December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 –** The regular weekly meetings of this club shall be held on a day of the week and a time determined by the board. Due notice of any changes in or canceling 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 must be counted as present or absent.

**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. 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 –** A majority of the board shall constitute a quorum of the board.

**Section 6 –** Any member of the board who misses three (3) consecutive board meetings may be removed from the board via a vote by a quorum of the board on or after the third missed meeting.

## **Article 6 Fees and Dues**

**Section 1** – The application fee shall be an amount determined by the board that is to be paid before the applicant can qualify as a member.

**Section 2** – The membership dues shall be an amount per annum determined by the board, payable quarterly in January, April, and July and of October, with the understanding that a portion of each semiannual payment shall be applied to each member’s subscription to the RI official magazine.

## **Article 7 Method of Voting**

The business of this club shall be transacted by *viva voce* (“oral”) or email vote except the 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* or email vote.

## **Article 8 Avenues of Service**

The 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 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 Committee**  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Service Committee**  
This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
- **Rotary Foundation Committee**  
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

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. Committee chairs are responsible for sending out notices of committee meetings and recording and preserving minutes.

## **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 make reference to 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 11 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.

## **Article 12 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 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.

**Section 3** – All bills under \$350 shall be paid by the treasurer or other authorized officer only when previously approved by two board members. All bills over \$350 shall be paid by the treasurer or other authorized officer only when previously approved by the board. The foregoing approvals must be documented in the meeting minutes of the board.

**Section 3b** – Normal and reoccurring invoices for Rotary District or International dues do not require approval but must be reported to the board when paid.

**Section 4** – A thorough review of all financial transactions by a qualified person shall be made as needed and at least 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 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from 1 July to 30 September, 1 October to 31 December, 1 January to 31 March and from 1 April to 30 June. 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 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. A transferring or former member of another club may be proposed to active membership by the former club. The transferring member must be in good standing in his/her former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 2** – 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 3** – 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 complete and sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

**Section 4** – 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 5** – 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 6** – The process for electing Corporate members shall follow the steps outlined in Sections 1-5 with attention to the description of Corporate Membership approved by the Board of Directors.

**Section 7** – The club may elect honorary members proposed by the board.

#### **Article 14 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 for Meetings of the Board**

1. Meeting called to order.
2. Introduction of visitors.
3. Correspondence, announcements and Rotary Information.
4. Committee reports if any.
5. Any unfinished business.
6. Any new business.
7. Address or other program features.
8. Adjournment.

#### **Article 16 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 have been mailed 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 constitution and bylaws of RI.

## Changes to include Corporate Members **DRAFT**

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