

**Amended Bylaws of the Rotary Club of
Livingston Sunrise
Rev. February 5, 2016**

Article I Election of Directors and Officers

Section 1 —The nominating committee, which consists of the President, President Elect and all past Presidents (as available), shall present a slate of nominees for president, vice-president (president elect), secretary and treasurer, and new members of the Board of directors as is necessary to complete the number of six (6) at-large Board members. The nominations duly made shall be placed on a ballot under each office and shall be voted for as a slate by mail or email. The slate receiving a majority of the votes shall be declared elected to their respective offices. The vice president elected in such balloting shall serve as a member of the Board and as president-elect 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 the year of service on the Board as president-elect.

Section 2 — The officers and directors, so elected, together with the immediate past president shall constitute the Board of Directors. The immediate past president shall be a non-voting member of the Board.

Section 3 — A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

Section 4 — 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 II Board of Directors

The governing body of this Club shall be the Board of Directors consisting of nine (9) members of this Club, namely, six (6) directors at large elected in accordance with Article I, Section 1 of these Bylaws, the President, Vice-President (President-Elect), Secretary and Treasurer.

Article III Officers

Section 1 — *Officers.* The officers shall be the President, Vice-President (President Elect), Secretary, Assistant Secretaries, Treasurer, and Assistant Treasurers.

Section 2 — *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 ordinarily pertain to the office of president.

Section 3 — *Vice-President (President-Elect).* It shall be the duty of the vice-president to preside at meetings of the Club and Board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice-president.

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 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, 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 of the last meeting of the

month, collect and remit to RI subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office of secretary.

Section 5 — Assistant Secretaries. The Club will have one or more assistant secretaries. An assistant secretary shall be empowered to perform all of the duties of club secretary, including voting at Board meetings when the secretary is absent.

Section 6 --- 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.

Section 7 --- Assistant Treasurers. The Club will have one or more assistant treasurers. An assistant treasurer shall be empowered to perform all of the duties of club treasurer, including voting at Board meetings when the treasurer is absent.

Article IV Meetings

Section 1 — Annual Meeting. An annual meeting of this Club shall be held by the fourth Friday in November each year, at which time the election of officers and directors to serve for the ensuing fiscal year shall be presented for a vote.

Section 2 — The regular weekly meetings of this Club shall be held on Friday at 7:30 am.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. All members 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) 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 (60) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary club, 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 and regular meetings of this Club.

Section 4 — Regular meetings of the Board shall be held each month. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 5 — A majority of the voting and nonvoting Board members shall constitute a quorum of the Board.

Article V Fees and Dues

Section 1 — The admission fee shall be \$ 25.00 to be paid before the applicant can qualify as a member.

Section 2 — The membership dues shall be a total of R.I., District and Club dues, plus meals payable on the first day of each quarter.

Section 3 - Membership dues for Retirees shall be all dues as assessed in section 2 excluding meals. Meals will be assessed weekly as attending.

Article VI Method of Voting

The business of this Club shall be transacted by *viva voice* vote.

Article VII Committees

Section 1 —

(a) The president shall, subject to the approval of the Board, appoint the following standing committees:

Club Service committee

Vocational Service committee
Community Service committee
International Service committee
Membership Committee

- (b) The president shall, subject to the approval of the Board, also appoint such committees on particular phases of Club service, vocational service, community service, and international service as deemed necessary.
- (c) The Club service committee, vocational service committee, community service committee, and international service committee shall each consist of a director elected by the Club and not less than two (2) other members.
- (d) The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon, including voting.
- (e) 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 special authority is given by the Board, such committees shall not take action until a report has been made to the Board and approved by the Board.
- (f) The president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the vocational service, community service, or international service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.
- (g) The president shall appoint a sergeant at arms for the ensuing year.

Section 2 — Club Service Committee.

- (a) The director of the Club service committee shall be responsible for all Club service activities and shall supervise and coordinate the work of all subcommittees appointed on particular phases of Club service.
- (b) This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to Club service. The chairperson of the Club service committee shall be responsible for regular meetings of the committee and shall report to the Board on all Club service activities.

Section 3 — Vocational Service Committee

- (a) The director of the vocational service committee shall be responsible for all vocational service activities and shall supervise and coordinate the work of all subcommittees appointed on particular phases of vocational service.
- (b) This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to vocational service. The chairperson of the vocational service committee shall be responsible for regular meetings of the committee and shall report to the Board on all vocational service activities.

Section 4 — Community Service Committee

- (a) The director of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all subcommittees appointed on particular phases of community service.
- (b) This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to community service. The chairperson of the community service committee shall be responsible for regular meetings of the committee and shall report to the Board on all community service activities.

Section 5 — International Service Committee.

- (a) The director of the international service committee shall be responsible for all international service activities and shall supervise and coordinate the work of all subcommittees appointed on particular phases of international service.
- (b) This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to

international service. The chairperson of the international service committee shall be responsible for regular meetings of the committee and shall report to the Board on all international service activities.

Section 6 — Membership Committee

- (a) The director of the membership committee shall be responsible for all membership activities and shall supervise and coordinate the work of all subcommittees appointed on particular phases of membership service.
- (b) This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to membership service. The chairperson of the membership committee shall be responsible for regular meetings of the committee and shall report to the Board on all membership activities.

Article VIII 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.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of article VIII, section 2(b) of the standard Rotary club constitution is not computed in the attendance record of the Club.)

Article IX Finances

Section 1 — The treasurer shall deposit all funds of the Club in some bank to be named by the Board.

Section 2 — All bills shall be paid only by checks signed by the treasurer and one other officer of the Board. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the Club's financial transactions.

Section 3 — 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 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 quarters beginning July 1. The payment of per capita dues to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.

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 action of the Board.

Article X 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 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 -- A member qualifies for Retiree Status if the member is not working in their primary field of expertise and who is 65 or older. A member who does not meet these criteria may be considered for Retiree Status by the Board.

Section 4 -- Honorary membership is the highest distinction that the Club may bestow and should be conferred only in exceptional cases. The Board will consider those proposed for Honorary Status based upon this guideline.

Honorary Membership will be for a one year period unless otherwise determined for a specific Honorary member.

The Board adopted guidelines for conferring Honorary membership which are to be consulted.

Honorary members do not pay dues or fees. Honorary members are responsible to pay for the meal when they attend a Club meeting.

Section 5 — The Board shall approve or disapprove the proposal within 3 days of its submission, and shall notify the Club members of the conditional approval, so as to give the members the opportunity to object.

Section 6 — If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the Club within ten (10) days following publication of information about the prospective member, the membership chairperson notifies the proposer of its decision.

Section 7 — 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 sign the membership proposal form. Once the prospective member accepts the invitation, pays the admission fee (if not honorary membership) and a minimum of 3 months dues as prescribed in these bylaws, he/she 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 and dues (if not honorary membership), shall be considered to be elected to membership. If membership is denied, the proposer will be informed by the membership chairperson, including the reason(s) for denial.

Section 8 — Following the election, the president shall arrange for the induction of the new member; the Club secretary shall report the new member to RI; and the District

Section 9 - A member may be terminated from the Club for the following reasons, but not limited to poor attendance, lack of payment of dues, meals, etc., Lack of character, business, social and community standing, Falsifying information on the application and or other documents, Criminal convictions and determinations by the Board of Directors. Termination shall meet Rotary International policies and procedures.

Article XI 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 XII Order of Business

Meeting called to order.
Introduction of visiting Rotarians.
Correspondence and announcements.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

ARTICLE XIII Indemnification And Insurance

Section 1 - *Nonderivative Actions.* Subject to all of the other provisions of this article, the Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Club). Such indemnification shall apply only to a person who was or is a director or officer of the Club, or who was or is serving at the request of the Club as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Club, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Club or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2 *Derivative Actions.* Subject to all of the provisions of this Article, the Club shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Club to procure a judgment in its favor because (a) the person was or is a director or officer of the Club or

(b) the person was or is serving at the request of the Club as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Club, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the Club unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections

9.01 or 9.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

Section 4 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Club as well as in such person's capacity as a director or officer. Except as provided in section 9.03 of this article, the Club shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

Section 5 *Determination That Indemnification Is Proper.* Any indemnification under sections 9.01 or 9.02 of this article (unless ordered by a court) shall be made by the Club only as authorized in the specific case. The Club must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 9.01 or 9.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the Members.

Section 6 *Proportionate Indemnity.* If a person is entitled to indemnification under Sections 9.01 or 9.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Club shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 7 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 9.01 or 9.02 of this article may be paid by the Club in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Club. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 8 *Non-exclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Club. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 9 *Indemnification of Employees and Agents of the Club.* The Club may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Club to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Club.

Section 10 *Former Directors and Officers.* The indemnification provided in this Article continues for a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

Section 11 *Insurance.* The Club may purchase and maintain insurance on behalf of any person who (a) was or is a Director, Officer, employee, or agent of the Club or (b) was or is serving at the request of the Club as a Director, Officer, employee, or agent of another Club, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person 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 power to indemnify against such liability under this article or the laws of the state of Michigan.

Section 12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the Club and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Club to provide broader indemnification rights than such provisions permitted the Club to provide before any such change.

Article IX Amendments

These bylaws may be amended by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been sent (mail or email) to each member at least ten (10) days notice. 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.

Effective: February 5, 2015

_____/Aleia MacDonald/
By: Aleia MacDonald
Its: President