

# BYLAWS OF THE ROTARY CLUB OF LUDINGTON

## Amendment Proposed: 03/26/2018

### ARTICLE 1 — Definitions

1. Board: The club's Board of Directors
2. Director: A member of the club's Board of Directors
3. Ex-officio: Immediate Past President serves as *ex-officio* Director for a year after the expiration of his/her term as President.
4. Member: A member of the club, other than an honorary member
5. Quorum: The minimum number of participants who must be present when vote is taken: one-third of the club's members for club decision and a majority of the directors for club board decisions.
6. RI: Rotary International
7. Year: The 12-month period that begins on July 1.
8. Club Manual: Document containing procedures and committee tasks description.

### ARTICLE 2 – Board of Directors

The governing body of this club is its board of directors, consisting of eleven (11) members -or more- of this club, at a minimum, namely, six (6) directors, a president, a president-elect, a secretary, a treasurer and the immediate past president, all elected in accordance with Article 3 of these bylaws.

### ARTICLE 3 — Election of Directors and Officers

**Section 1**—The Elections must take place at the second meeting during the month of December. One month before elections, members nominate candidates for president, president-elect, president-nominee, secretary, treasurer, and any open director positions. The nominations may be presented by the nominating committee, by members of the floor, or both. The nominating committee is formed by the current President, and all past Presidents willing to serve. Past Presidents serve as *ex-officio* Directors for at least one year after the time he/she ended his/her term as President.

**Section 2** — The candidates who receive the most votes for each office or Board position are declared elected to the office or Board position they were nominated.

**Section 3** — If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement for the duration of the term of office vacated.

**Section 4** — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

**Section 5** – The President and Officers serve for a one-year term. Directors serve for a three-year term. The President may serve up to two consecutive terms. There are no term limits to serve as

an Officer or as a Director. To secure continuity at every election cycle there can be no more than 4 Directors replaced at once. Beginning with the Board of Directors seated as of the date of approval of these bylaws, the four members' seats that have been held the longest would be up for re-election and/or election.

#### **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 such other duties as ordinarily pertain to that office. The President shall also serve as President of the Rotary Club of Ludington Charities.

**Section 2** — Immediate Past-President. The immediate past president serves as an ex-officio Director on the club board for at least one year after the expiration of his/her term as President. After the one year serving as ex-officio Director, there is no impediment for the Past President to be re-elected as a Director. As ex-officio Director the Past President enjoys the same voting rights as a regular Director, being exempt from having to join and/or lead a Committee.

**Section 3** - 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 prepare for his or her year in office, serving also as director. The President-Elect will also perform all duties assigned to the vice president in any other document.

**Section 4** – Director. A director attends club and board meetings and chairs assigned committee.

**Section 5**— Secretary. It shall be the duty of the secretary to keep the records of membership; send out notices of meetings of the board; record and preserve the minutes of such meetings; assist the Treasurer with the required reports to Rotary International, including semi-annual reports of membership, which shall be made to the general secretary of Rotary International on January 1<sup>st</sup> and July 1<sup>st</sup> of each year, and including prorated reports to the general secretary on October 1<sup>st</sup> and April 1<sup>st</sup> of each active, senior active and past service member who has been elected to membership in the club since the start of the July or January semi annual reporting period; the report of changes in membership, which shall be made to the General Secretary of Rotary International. The Secretary is also responsible for the monthly report of attendance at the club meetings which shall be made to the District Governor immediately following the last meeting of the month; and perform such other duties as usually pertain to that office. The Secretary may delegate the function to record attendance at meetings to any Member in attendance who has volunteered to perform Secretary duties at every meeting of the club. The Secretary oversees the information posted in the Club's website.

**Section 6** — Treasurer. It shall be the duty of the treasurer to have custody of all funds, disburse payment (manually, electronically or otherwise), provide accounting to the club annually and at any other time upon demand by the Board, and to perform such other duties as pertain to that office. Upon the treasurer's 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.

#### **ARTICLE 5 — Meetings**

**Section 1** — Annual Meeting. An annual meeting of this club is held on the second club meeting in December in each year, at which time the Treasurer will provide a financial report and the club will elect directors to serve for the incoming year.

**Section 2** — The regular weekly meetings of this club shall be held as 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 via email and shall be posted in the website. All members, accepting an honorary member, in good standing in this club, on the day of the regular meeting, may be counted as present or absent.

**Section 3** — One-third of the membership shall constitute a quorum at the annual and regular meetings of the club.

**Section 4** — Regular meetings of the board shall be held monthly as determined by the Board. 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 board members shall constitute a quorum.

#### **ARTICLE 6 — Fees & Dues**

**Section 1**— Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

**Section 2** — The membership dues shall be determined by the Board of Directors payable annually by the twentieth day of June.

#### **ARTICLE 7 — Method of Voting**

**Section 1**— The business of the club shall be transacted by *voice vote* or a show of hands, except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

#### **ARTICLE 8 — Committees**

##### **Section 1— Appointment**

- (a) The President shall, subject to the approval of the board, appoint the following committees: Club Administration Committee, Membership Committee, Public Image Committee, Rotary Foundation, and Service Projects Committee (Local and International Projects)
- (b) The President shall, subject to approval of the board, also appoint such committees or subcommittees as may be deemed necessary.
- (c) The committees shall each consist of a chair, who shall be named by the president from the membership of the board. Each committee chair shall seek and appoint members to the committee and proper subcommittees under his/her charge.

- (d) The President shall be *ex-officio* a member of all committees, and, as such, shall have all the privileges of membership thereon.
- (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 committee shall not act 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 Local Service Projects Committee or International Projects Service committee. Where feasible and practicable in the appointment of such committee, 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 three-year term.
- (g) The duties of each Committee are defined by the board and are currently contained in the club manual.

## **ARTICLE 9 — Finances**

### **Section 1 — Disposition of Funds**

- (a) The Treasurer shall manage the funds of the club, making sure all funds are deposited in a financial institution to be designated by the Board. A checking account shall be maintained to handle funds as established by the Board of Directors. Funds may be invested in other financial instruments as directed by the Board. The Treasurer is authorized to seek assistance from a professional CPA to file the annual tax returns, and every time an issue arises that may require the expertise of said professional.
- (b) The Board shall determine when and in what manner funds gained through donations, bequests, and some earnings from fund-earning projects are to be invested in an endowment manner, so as to preserve the principal and to gain earnings to finance community service projects.
- (c) The Treasurer shall provide the Board with a report of the performance of each investment fund not less frequently than quarterly and within thirty (30) days following receipt of the fund's report. The annual performance of each fund is to be evaluated by the board at the end of the calendar year.
- (d) The Board will evaluate the earnings of the fund(s) and the payouts available and will direct the treasurer to request the agreed upon amount for use in community service projects.

**Section 2** —All bills shall be paid only by checks or electronic transfers signed and/or authorized by the Treasurer. Payments over \$10,000.00 within the limits of the annual budget, shall be signed and/or authorized by the Treasurer and one other designated Officer. The Treasurer is authorized to make payments and any other bank transaction electronically. Payments involving transactions not included in the current budget need Board approval. A thorough review by a qualified person(s) shall be made within the first three months of the closing of the fiscal year of all the club's financial transactions. It will be the duty of the Board to appoint the individual(s) who would perform this task, and to make sure that this is done in a timely manner.

**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 the bond to be borne by the club.

**Section 4** — The fiscal year of this club shall extend from July 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on or about July 1st and January 1st of each year on the basis of the membership of the club on those dates.

**Section 5** — Prior to 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 upon by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

#### **ARTICLE 10 — Method of Electing Members**

**Section 1**— A member proposes a candidate for membership to the Board, or another club proposes one of its transferring or former members.

**Section 2** – The Board approves or rejects the candidate’s membership within 30 days.

**Section 3** – If the board approves the candidate’s membership, the Board conducts a poll vote via electronic mail addressed to the entire membership requesting approval of the new member application. Provided no objections are submitted, the prospective member is invited to join the club. The President has the authority to set the date the new member will be installed.

#### **Section 4** —Honorary Members

The name of a proposed candidate for Honorary membership shall be submitted to the Board of Directors in writing and the selection shall be in the same form and manner as prescribed for the selection of an active member provided, however, that such proposal may be considered at any regular or special meeting of the Board and that the Board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to the electronic mail poll vote regarding the proposed member. To be elected Honorary Member, the Board must approve the election by the unanimous vote of all members present who constitute a quorum and by the unanimous acceptance of the membership pooled via electronic mail.

#### **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 — Resolutions**

The President has the authority to refer any motion or resolution brought before the Board to the club meeting for its approval. If a resolution or motion, is brought before the club meeting, the President has the authority to seek a preliminary, non-binding, decision by the club meeting and refer the same to the Board for final approval. The President is authorized to reasonably exercise his/her judgment to request the Board and/or the club meeting adopt a decision through electronic mail.

#### **ARTICLE 13 — Order of Business of Club Meeting**

Meeting called to order  
Introduction of visiting Rotarians and guests  
Correspondence or announcements Committee reports, if any  
Happy Dollars  
Program  
Four Way Test  
Adjournment

#### **ARTICLE 14 — Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws require sending written notice to each member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

APPROVED:  
Bylaws Committee

Date: June 21, 2018

APPROVED:  
Board of Directors

Date: July 18, 2018

APPROVED:  
Club Meeting

Date: August 30, 2018