

# Bylaws of the Muskegon Rotary Club

## Muskegon Michigan

### **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 1 July.

### **Article 2 Board**

**Section 1-** The governing body of this club shall be the Board of Directors, consisting of nine members of this club, namely, four trustees elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect, president-nominee, treasurer, and the immediate past president.

### **Article 3 Election of Board Members**

**Section 1-** There shall be a Nominating Committee made up of the officers of the Board and three (3) members at large appointed by the President. Club members shall have an opportunity to submit nominees to the Nominating Committee for the open positions on the Board of Directors. These nominees shall be reviewed by the Committee to ascertain that they are members in good standing, placed on a ballot, and voted for at the annual meeting. Nominations may also be made from the floor. The candidates securing the most votes shall be declared elected to the open position or positions. Board members are elected to a three year term.

**Section 2-**Nominations shall also be made by the Nominating Committee for the office of President Nominee. These nominations shall be from a pool of existing /or past Board members. The candidate selected shall serve as a Board member as President Nominee for the year beginning on the first day of July, next following the election and shall assume office as President following two years of service on the Board as President Nominee and President Elect.

**Section 3-** A vacancy in the board or any office shall be filled by action of the remaining directors.

### **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 pertains 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 preside at meetings of the club Board of Directors in the absence of the President and to perform such other duties as may be prescribed by the president or the board.

**Section 3 – President Nominee:** It shall be the duty of the president nominee to serve as a director and to perform other duties as ordinarily pertains to the office of vice-president.

**Section 4 – Secretary:** It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports 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, report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. The Secretary shall be appointed by the President with agreement of the Board for a term of one year at a time. The Secretary shall have check signing authority of up to \$2500. Checks over \$2500. will require a second signature of President or Treasurer.

**Section 5 – 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 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.

The Club Bookkeeper will provide Board with a balance sheet, profit/loss statement, and year-to-date budget figures each month for the Board meeting as well as provide a detailed accounts receivable report on a monthly basis and is responsible for billing and posting dues payments. The bookkeeper will receive bank statements directly from the bank, prepare monthly bank reconciliation and give copies to the Treasurer, President and Secretary.

**Section 6– Sergeant-at-Arms:** The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

**Section 7– Trustees:** It shall be the duty of the Trustees to attend all Board Meetings and to perform other such duties as ordinarily pertains to the office of Trustee.

## **Article 5 Meetings**

**Section 1 –** An annual meeting of this club shall be held on the last Thursday meeting in December of 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 Thursday at 12:15 PM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. Evening meetings may be held in place of regular noon-day meetings when authorized by the Board of Directors.

**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 on the second Tuesday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two directors, due notice having been given.

**Section 5**–A majority of the directors shall constitute a quorum of the board.

## **Article 6 Fees and Dues**

**Section 1** –An admission fee established by the Board is to be paid by the prospective member.

**Section 2**– Each member shall pay quarterly, which shall include the cost of weekly luncheons, dues, a subscription to the RI magazine, and dues to RI and the district 6290.

## **Article 7 Method of Voting**

The business of this club shall be transacted by voice 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

## **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 New Generations. 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 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. The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership there on.

(a) 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.

(b) 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.

Additional ad hoc committees may be appointed as needed.

Standing committees should be appointed as follows:

- **Membership**

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- **Club Public Relations**

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

- **Club Administration**

This committee should conduct activities associated with the effective operation of the club.

- **Service Projects/Programs**

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

- **The Rotary Foundation**

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

## **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. The service project committee will consider vocational service, community service and international service avenues 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 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 bookkeeper or secretary shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

**Section 3**—All bills shall be paid by the secretary or other authorized officer only when approved by two other officers or directors.

**Section 4**—A thorough review of all financial transactions by a qualified person shall be made 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 two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita RI dues and 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.

**Section 7**— Upon dissolution or liquidation of this club, after payment or provisions for its debts and liabilities, all of its assets (except any assets conveyed to this club upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution of this club) shall be transferred or conveyed pursuant to law to one or more

organizations described in section 501C (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws for one or more of the purposes described above, as the club shall determine.

## **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 proposal 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 standard Rotary club constitution.

**Section 3** —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 4** —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 and to permit his or her name and proposed classification to be published to the club.

**Section 5** —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 6** —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 7** —The club may elect, in accordance with the standard Rotary club constitution, 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**

- Meeting called to order
- Introduction of visitors
- Correspondence, announcements and Rotary Information
- Committee reports if any
  
- Any unfinished business
- Any new business
- Address or other program features
- 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 distributed via U.S. mail or electronic mail 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 RI.

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Adopted TBD

Muskegon Rotary Club

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