

Bylaws of the Rotary Club of South Haven

**Modified and adopted on August 6, 2019 to bring the club's bylaws into conformity with the
Rotary International guidelines and existing club practices.**

Article 1	Definitions
1. Board:	The club's board of directors
2. Director:	A member of the club's board of directors.
3. Emeritus Status:	A membership category given consideration for those who have achieved the "Rule of 85 Status, are members in good standing, and are a Paul Harris Fellow.
4. Member:	A member of the club, other than an Honorary Member.
5. Quorum:	The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions
6. RI:	Rotary International
7. Year:	The 12-month period beginning on 1 July and ending on 30 June.
8. Snowbird:	A member in good standing who temporarily relocates for a minimum of 1 month.
9. Rule of "85":	The Rule of "85", when applied to a member, means when the combination of a member's age and years of active status in Rotary equals or is greater than 85.
10. Satellite Club	When approved by the Board of Directors, a Satellite Club will become a part of the Rotary Club of South Haven and will have meetings at different time, location and frequency as determined by Board leadership and members of the Satellite. A satellite is designed to be attractive to potential members who have time and financial constraints making it difficult or impossible to join the morning club. Satellite members will have the opportunity to participate in the service projects, fund raisers and other social events of the Rotary Club of South Haven, and may develop their own service projects, fund raisers and social events.

Article 2 Board

The governing body shall be the board of directors consisting of nine or more members of this club, elected in accordance with Article 3 of these by-laws, including:

- President
- President-elect
- Vice President
- Secretary
- Treasurer

- Immediate Past President
- Director
- Director
- Director

When approved by the Board of Directors, the number of directors serving on the board may be increased in order to help accomplish the business of the Club.

Article 3 Elections and Terms of Office for Officers and Directors

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, president-elect, vice president, secretary, treasurer and members of the board of directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. If it is determined to have a nominating committee such committee shall be appointed by the Board of Directors. The nominations 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, president-elect, vice president, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. The vice president elected will serve one year in that capacity, and then become a candidate for president-elect the following year.

Section 2 — The officers and directors, together with the immediate past president, shall constitute the board of directors. Within one week after their election, the board of directors-elect shall meet and elect a member to serve as sergeant-at-arms.

Section 3 — A vacancy in the board of directors, officers, or officers-elect shall be filled by action of the remaining members of the board.

Section 4 — The terms of office for each role are:

President:	One Year
President-elect:	One Year
Vice President:	One Year
Treasurer:	One Year
Secretary:	One Year
Directors:	One Year
Sergeant-at-arms:	One Year

Article 4 Duties of the Officers

Section 1: The president serves as a member of the board and presides at club and board meetings.

Section 2: The president-elect serves as a member of the board, presides at club and board

- meetings when the president is absent, serves as a director, and prepares for their term as president.
- Section 3:* The vice president serves as a member of the board and prepares for their term as president-elect.
- Section 4:* The secretary serves as a member of the board, maintains membership and attendance records, maintains a record of all board meetings, prepares and submits required membership reports to RI, submits monthly attendance reports to the district, records and remits subscriptions to THE ROTARIAN, and performs such other duties as usually pertain to the office of secretary.
- Section 5:* The treasurer serves as a member of the board, chairs the finance committee oversees all funds, and provides an annual accounting of them
- Section 6:* The director(s) serve as members of the board.
- Section 7:* The sergeant-at-arms maintains order in club meetings
- Section 8:* The immediate past president serves as a member of the board.
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Article 5 Meetings

- Section 1 — An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.
- Section 2 — This club meets on Tuesday mornings at 7 A.M. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members. Major club service projects and fund raisers may constitute a regular meeting and can replace the Tuesday morning meeting on the day of, or week following, a major service project or fund raiser.
- Section 3 — Board meetings are held the second Tuesday of each month immediately following the regularly scheduled club meeting. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.
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Article 6 Fees and Dues

Membership fees and dues for personal, corporate, honorary and emeritus members shall be determined annually by the Board, subject to ratification by the club, and billed to the membership in December, payable no later than the end of January. Annual club dues include RI per capita dues, a subscription to The Rotarian, district per capita dues and club fees. Optional charitable contributions are highly encouraged.

A club member may be moved from a status of “in good standing” and their Club Badge removed when their payments to the Club are in arrears, defined as 30 days after the due date on an invoice, unless a waiver is requested and approved by the President.

Article 7 Method of Voting

The business of this club is conducted by voice vote or a show of hands. Members may vote in person, by email, teleconference, or other electronic means provided their vote is received prior to the closing of in-person voting. The club may provide a written ballot for officers and directors, or other resolutions, if warranted and approved by the board of directors. Proxy votes will not be accepted. Nothing in Article 7 shall contradict or have precedence over the language of Article 14.

Article 8 Committees

Section 1 — Club committees coordinate their efforts to achieve the club's annual and long-term goals. Each club should have the committees listed in article 13, section 7, of the Standard Rotary Club Constitution, but the board can create committees in addition to those listed in the constitution as warranted.

Section 2 — The president is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3 — Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

Section 4 — The President or Board shall have the authority to create ad-hoc committees for a specific goal or area of focus with specified members and a specified time for completion of their work at which time the ad hoc committee shall be discontinued.

Article 9 Finances

Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer, or designee, deposits club funds into club accounts at a financial institution or institutions designated and approved by the board.

Section 3 — Bills are paid by the treasurer or another authorized officer. All checks will be signed by two authorized officers or directors. All expenditures over \$100 will require pre-approval by an authorized officer of the club. Receipts will be provided for club purchases and all purchases are considered consumable supplies.

Section 4 — The Finance Committee will conduct a thorough annual review of the financial records and financial procedures of the club and report observations and recommendations to the board.

Section 5 — Club members will receive an annual financial statement of the club and all club related accounts. The board may authorize providing periodic financial statements to members throughout the year

Section 6 — The fiscal year is from 1 July to 30 June.

Article 10 Method of Electing Members

Section 1 — A member proposes a candidate for membership in the Rotary Club of South Haven 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 and notifies the proposing member of its decision.

Section 3 — If the board approves the candidate's membership, and no written objection has been filed with the board within 7 days following publication, the prospective member is invited to join the club.

Section 4 --- If the board approves the candidate for membership, and a written objection has been filed with the board within 7 days following publication, the board will vote on the matter at its next meeting. If the member is approved, despite the objection, the proposed member, upon payment of all admission fees shall be considered elected to membership.

Section 5 --- The prospective member shall be informed of the purposes of Rotary and the privileges and responsibilities of membership following which the prospective member will be published to the club and inducted into membership.

Article 11 Types of Membership

Our club offers the following types of memberships:

A. Personal Membership:

Personal members are individuals who meet the classification standards of Rotary and become members who enjoy all of the benefits, opportunities, and responsibilities of Rotary.

B. Corporate Membership:

Corporate members are available to corporate, company or public entities in the club's area to become members through the currently established membership approval process. The intent of this category is to increase the club's ability to attract and retain a qualified and diverse professional base within our community. It allows for flexibility and recognizes the tremendous mobility that is the norm within the current corporate environment.

Upon approval, the corporate member may appoint up to three persons to be its designee, one of whom must be a member of the corporations executive group. This person will be considered the "prime designee".

The "prime designee shall be listed on the rolls of Rotary International as the official member of the club; shall have the ability to hold office, be a board member, and vote on all club matters. The additional designees may be assigned by the "prime designee" the ability to vote on club matters, and their attendance will count toward the attendance of the "prime designee" if absent.

Each designee shall receive a Rotary badge and are encouraged to attend club meetings

and functions.

The corporation shall be responsible for all dues. Corporate dues are established annually by the board and ratified by the membership.

C. Honorary Member Classification

Elected and public officials who are responsible for major local public organizations such as a School Superintendent, City Administrator, Mayor, etc., may, at the direction of the board, be designated Honorary Active Members. Members in this classification will be responsible for dues, optional charitable contributions and meals when they attend a Rotary meeting. They will not be charged for meals when they do not attend a meeting.

D. Emeritus Membership Status

Emeritus Membership Status shall be considered by the Board of Directors for those who are nominated or self-nominate themselves. An Emeritus Member is reserved exclusively for those who have achieved the “Rule of 85” status, are members in good standing and are a Paul Harris Fellow.

Article 12 Leave of Absence

A. Leave of Absence:

Upon written application to the board setting forth good and sufficient cause, a leave of absence may be granted for a specified period of time. Criteria for granting a leave include:

1. All amounts payable to the club must be up to date.
2. Person must be a member for a minimum of three years.
3. The leave of absence will be for no more than 6 months.
4. Only one leave of absence in a lifetime.

B. Snowbird Leave:

A Member in “good standing” may be designated a “Snowbird” when the following conditions are met:

1. Must request a “Snowbird” designation in writing.
2. Must be away for at least (1) month period of time.
3. Must pay a monthly fee of \$20 in advance, plus dues and optional charity.

C. Medical Leave of Absence:

Members may request a medical leave of absence from the president for a specific period of time when a medical condition exists preventing the member from attending five or more meetings. (Not necessarily consecutive meetings) During the granted leave of absence, charges for member meals will be waived. The member will continue to

have responsibility for the payment of dues and optional charitable contributions.

Article 13 Partisan and Non-Partisan Political Speakers

Incumbents and candidates for partisan and non-partisan political office may speak at Club meetings provided the opportunity for “equal time” will be extended to opposing candidates.

Article 14 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 15 Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires 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.

Article 16 Dissolution

In the event the Rotary Club of South Haven shall ever dissolve, all of the assets and real property shall revert to Rotary International or to another local Rotary Club.

First Reading presented to the SH Rotary Board on Tuesday, November 7, 2017.

Second Reading presented and accepted by the Rotary Club of SH Board for submission to the entire membership for review and approval. December 5, 2017.

Emailed to SH Rotary membership on December 5, 2017 announcing a final review and vote of the entire membership on Tuesday, December 19, 2017.

Presented to SH Rotary membership during a club assembly on December 19. Unanimously approved on December 19, 2017.

Presented and unanimously approved by SH Rotary Board of Directors on June 11, 2019.

Emailed to SH Rotary membership on June 12, 2019 in preparation for membership action during Club Assembly on August 6, 2019.

*Presented to SH Rotary Membership during Club Assembly on August 6, 2019.
Approved on August 6, 2019.*