

Bylaws of the Rotary Club of St. Clair, Michigan

(As amended by the membership January 9, 2023)

Article I *Definitions*

1. Board: The board of directors of this club.
2. Director: A director on this club's Board.
3. Member: A member, other than an honorary member, of this club.
4. 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 board for club board decisions.
5. RI: Rotary International.
6. Year: The 12-month period beginning July 1st.

Article II *Board*

Section 1 - The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, treasurer, sergeant-at-arms, and two directors-at-large elected in accordance with article III, section 1 of these bylaws. If the Club elects a president-nominee, the president-nominee shall also be a director.

Article III *Elections and Terms of Office*

Section 1— At a regular meeting one month prior to the Annual Meeting, the presiding officer shall ask for nominations by members of the club for president-elect, president-nominee, secretary, treasurer, sergeant-at-arms and one director. The nominations may be presented by a nominating committee, by members from the floor, or by both as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine.

Section 2 – The candidate who receives a majority of the votes for each office is declared elected to that office.

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.

Section 5 – The terms of office for each role except a director-at-large is one year. A director-at-large's term is two years. When a president-elect is not elected, the current president's term can be extended for up to one year.

Article IV *Duties of Officers*

Section 1 – *President*. It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties that ordinarily pertain to the office of president.

Section 2 – *Immediate Past President*. It shall be the duty of the immediate past president to serve on the board. The Past President shall submit an Annual Report to the board which includes for their year in office: a summary of events and milestones completed, the executed budget, and the list of committee assignments. Upon approval of the board, the Annual Report shall be maintained by the Secretary.

Section 3 – *President-elect*. It shall be the duty of the president-elect to serve on the board, to prepare for their term of office and to perform such other duties as may be prescribed by the president or the board.

Section 4 – *President-nominee*. It shall be the duty of the president-nominee to serve on the board, to prepare for their term of office and to perform such other duties as may be prescribed by the president or the board.

Section 5 – *Secretary*. It shall be the duty of the secretary to serve on the board, 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, which shall include per capita dues for all members and prorated dues for active members who have 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.

Section 6 – Treasurer. It shall be the duty of the treasurer to serve on the board, 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 the 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 – Sergeant-at-Arms. It shall be the duty of the sergeant-at-arms to serve on the board, maintain order at club meetings, perform duties such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

Section 8 – Director-at-Large. It shall be the duty of a director-at-large to serve on the board.

Article V Meetings

Section 1– An annual meeting of this club shall be held not later than December 31st at which time the election of officers and one director for the next Rotary year shall take place.

Section 2 – The regular weekly meetings of this club are on Mondays at 12:15 p.m., or at such other time as the board shall determine. 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, on the day of the regular meeting, must be counted as present or absent as set forth in Article 10 of the Club Constitution.

Section 3 – The regular monthly meetings of the board shall be immediately following a regular weekly club meeting or at a date and time determined by the board. Special meetings of the board may be called by the president or upon the request of two members of the board, due notice having been given.

Article VI Dues

Section 1 – The active membership dues shall be set each year when the club adopts its annual budget, payable annually on the first day of July. The active membership dues include RI per capita dues, district per capita dues, any other Rotary or district per capita assessments, club fees and a subscription to ROTARY magazine.

Article VII Method of Voting

Section 1 - The business of this club shall be transacted by voice vote. Upon motion of a member, supported by one additional member, any item of business may be conducted by roll call or ballot vote. In addition, the board may designate voting to be conducted by ballot or voice vote.

Article VIII Committees

Section 1 - Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service: Club Service, Community Service, International Service, Vocational Service and Youth 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 and/or president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of their year in office. It is recommended that the chair have previous experience as a member of the committee. Committees may be appointed by the Board as needed.

Section 2 - 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 or 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 their year in office.

Section 3 - The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 4 - 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.

Section 5 - 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.

Article IX Finances

Section 1 - Prior to the beginning of each Rotary year, the board shall prepare a budget of estimated income and expenditures for the upcoming year.

Section 2 - The treasurer shall deposit club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3 - Bills are paid by the treasurer or other authorized officer and approved by two other officers or directors. The approved annual budget constitutes approval for the treasurer to payout funds as designated in the budget.

Section 4 - A thorough review of all financial transactions by a qualified person shall be made once each year. The annual filing of taxes using a

preparation service outside the club and the Board's preparation of and execution of the Club budget in accordance with these Bylaws fulfills this requirement.

Section 5 - The club shall be provided the upcoming year's annual budget for review and vote. A mid-year financial report, with current and previous year income and expenses, shall be presented at the Annual Meeting.

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. 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 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 purpose 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 annual dues (if required), as prescribed in these bylaws, shall be considered to be elected to membership. If any 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 annual dues (if required), shall be elected to membership.

Section 6 – Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership badge and shall report the new member to RI; and the proposing member shall assist in the assimilation of the new member.

Section 7 – The club may elect honorary members proposed by the board, in accordance with the club constitution.

Article XI Amendments

Section 1 - These bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all members present, provided that notice of such proposed amendment shall have been delivered to each member at least 21 days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the RI constitution and bylaws, and the Rotary Code of Policies.

Article XII Corporate Membership

Section 1 – The employees of any business, professional practice, government entity or educational institution are eligible for corporate membership in the Rotary Club of St. Clair. All Corporate members must meet the regular requirements for membership in the Club and in Rotary.

Section 2 – Subject to the approval of the Club's board, the corporate entity or organization will designate employees to serve as members of the Rotary Club of St. Clair and may appoint up to four people: one primary member and up to three alternates.

Section 3 - Attendance and participation requirements of the Club may be met by any of the members. All members (primary and alternates) are entitled to attend any regular meeting of the Club or any other Rotary club as determined by the Club.

Section 4 – Annual dues for a single Corporate Membership shall not be less than 95% of four times the active membership dues and the annual corporate membership dues shall be published in the annual budget. Should more than one corporate member from the same corporate membership attend the same Rotary meeting, each member will be required to cover the cost of their meal.

Section 5 - The designated primary corporate member will be credited with having paid RI dues and will be registered as an active member in Rotary's database. They will be listed as an official member of the club and noted in the roster as the primary corporate member of the named entity. Alternate corporate members will not be listed on the club roster or in Rotary's database.

Section 6 - For general meetings and club matters, the primary corporate member is eligible to vote. Since the corporation has one primary member that is reported as an active, RI dues-paying member, it will have only one vote which will be made by the designee attending the meeting at which the vote is taken.

Section 7 - Any RI dues-paying member listed in Rotary's database, which includes the primary corporate member, is eligible to hold office. Alternates are not eligible to hold office but are expected to serve on committees and may chair them.

Section 8 - A Corporate Member may dissolve their membership and the Primary Member may remain an active member of the Club and each alternate may also become an active Club member upon payment of regular active membership dues.

APPENDIX

ST. CLAIR ROTARY CLUB RULES AND OPERATING PROCEDURES

1. Contributions from Club Treasury

No unbudgeted contribution in excess of \$500 shall be made from the Club Treasury for any purpose unless first approved by a majority of the membership voting.

2. Assessment upon Club Members

No financial assessment of Club members shall be made, except for flowers for birthdays or funerals. Payment of dues and meals are the only financial obligations of membership of the Club.

3. Selling of Tickets

Selling of tickets for non-Rotary functions is not permitted at Club meetings, although announcements concerning the availability of tickets shall be permitted.

4. Political Speeches

Political speeches by or on behalf of any candidate for public office are not permitted. Holders of, or candidates for, public office may be invited to speak on subjects within their expertise but, not within 90 days of an election in which they will appear on the ballot.

5. Alcoholic Beverages

Serving of alcoholic beverages just prior to or during the regular noon Club meeting is not permitted.

6. Off-Color Stories

Relating of "off-color" stories by members, speakers or guests during Club meetings is discouraged.

7. Personal Appearance

While the Club does not have a dress code for regular noon meetings, it is desirable that all members dress in good taste. Club meetings are professional business meetings at which "Business casual" is appropriate.

8. Early Departure from Meetings

Club members, who know in advance they will need to leave a Club meeting before adjournment, are encouraged to so inform the President and speaker at the beginning of the meeting.

9. 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.

10. Order of Business

The regular meeting should follow this order of business and an agenda shall be sent to the club prior to the meeting:

- Called to order
- Introduction of guests
- Correspondence/Announcements
- Committee reports
- President's Report
- Unfinished business
- New business
- Address/Program
- Four-Way Test
- Adjournment.