

Approved by the membership on 6/16/10

## **ROTARY CLUB OF ANN ARBOR BYLAWS**

### ARTICLE I: Board of Directors

The governing body of the Rotary Club of Ann Arbor shall be the Board of Directors consisting of eleven members of the club, namely: six directors elected in accordance with Article II, Section I of these bylaws; the current president; the vice president/president-elect; the treasurer; the secretary; and the immediate past president.

### ARTICLE II: Election of Directors and Officers

Section 1. At the regular meeting of the club one month before the annual meeting, a nominating committee convened in accordance with Article VII Section 2 of these Bylaws shall present nominations of one member each for the offices of vice president/president-elect, secretary and treasurer, and of at least three members for the three director positions to be filled that year. The nominating committee report shall be published in the club newsletter and club website at least once prior to the meeting at which the report is received. At that meeting additional nominations for any of such positions may be made in any number from the floor by any two members, with the consent of the person(s) nominated. The names of all persons nominated both by the nominating committee and from the floor shall be placed upon a ballot and voted for at the annual meeting. The candidates for vice-president/president elect, secretary, and treasurer receiving a majority of votes shall be declared elected to their respective offices. The three candidates for director receiving the highest number of votes shall be declared elected as directors and shall serve as members of the Board of Directors for two years, commencing on the first day of July next following their election. The members elected secretary and treasurer shall serve in those capacities and as such as members of the Board of Directors for one year commencing the first day of July next following their election. The vice president/president-elect elected in such balloting shall serve in that capacity and as such as a member of the Board of Directors for one year commencing on the first day of July next following election to this position and as president for one year commencing the first day of July immediately following his/her year of service as vice president/president-elect.

Section 2. At its July meeting each year the Board of Directors shall elect a member of the club to act as sergeant-at-arms.

Section 3. At its June meeting each year the Board of Directors shall appoint members of the Board of Trustees of the Ann Arbor Rotary Endowment, in such numbers and for such terms as specified in the Bylaws of the Ann Arbor Rotary Endowment.

Section 4. A vacancy in any of the six director positions or in the office of secretary or treasurer shall be filled by action of the remaining members of the Board. In the event of death or incapacity of the president, the vice president/president-elect shall assume the office of president for the duration of the incapacity of the president or for the duration of the deceased president's term, as the case may be, and then take office as president in his/her own right on the next July 1. If the vice president/president-elect assumes office as president either temporarily or for the duration of the then-current club year in such circumstances, the office of vice president/ president-elect

shall not be filled during those periods, nor shall a vacancy in the Board position occupied by the immediate past president be filled in the event of that person's death or incapacity, and the total number of members constituting the Board of Directors shall be temporarily reduced from eleven to ten or nine in such cases. A vacancy in the position of director-elect, vice president/president-elect (except in cases above described where that person has assumed office as president), secretary-elect, or treasurer-elect shall be filled by vote of the club membership in a special election at a regular club meeting no more than thirty days after the position becomes vacant, nominations to be made in the same manner as described in Article II Section I but with the nominating committee presenting its report and nominations from the floor being invited and received only one week before the meeting at which the special election is to be held.

### ARTICLE III: Duties of Officers

Section 1. President. It shall be the duty of the president to preside at meetings of the club and at the Board of Directors and to perform such other duties as typically pertain to the office of president of a voluntary association.

Section 2. Vice-President. It shall be the duty of the vice-president to preside at meetings of the club and the Board of Directors in the absence of the president and to perform such other duties as typically pertain to the office of vice president of a voluntary association.

Section 3. Secretary. It shall be the duty of the secretary to keep records of membership; record attendance at club and Board of Directors meetings; send notices of meetings of the club and the Board of Directors; record and preserve the minutes of Board of Directors meetings and of election results or other official action taken by the membership at club meetings; make required reports to Rotary International, including the semi-annual reports of membership which shall be made to the general secretary of Rotary International on January 1 and July 1 of each year; report changes in membership to the general secretary of Rotary International; submit monthly reports of attendance at club meetings to the district governor immediately following the last meeting of the month; receive, record and deposit to the appropriate bank account(s) established and maintained by the club treasurer pursuant to direction and/or authorization of the Board of Directors, or by the Ann Arbor Rotary Endowment treasurer, as the case may be, all dues payments, admission fees, mandatory and additional member contributions to the Ann Arbor Rotary Endowment, and contributions to the Endowment for and to be forwarded to The Rotary Foundation; prepare and submit to the treasurer (for conveyance with checks prepared and signed by the treasurer) such forms and/or reports as may be necessary to accompany dues payments to Rotary District 6380 and Rotary International, including subscriptions to the Rotary International magazine; and perform such other duties as typically pertain to the office of secretary of a voluntary association.

To provide assistance to the Club Secretary and Club Treasurer in the administrative duties of their respective offices, and to provide such other administrative services as may be necessary and/or advisable from time to time for the efficient administration of Club business, the Club may contract with a person or organization to serve as Club Administrator. Contracting for such services shall be in writing on an annual basis, with the form and content of any such contract to be approved by the Club Board of Directors, and the Club Administrator shall report to and provide such services under the direction and supervision of the Secretary.

Section 4. Treasurer. It shall be the duty of the treasurer to have custody of all club funds, accounting for same to the club annually and at any other time upon request by the Board of Directors; to pay club bills and obligations in accordance with the club's annual operating budget as approved by the Board of Directors, by preparing, signing and sending checks drawn on the club and/or Endowment community service bank account(s); to keep a detailed record of all such payments and the bills or other documentation related thereto and make a detailed monthly report to the Board of Directors of all checks issued; to prepare and present to the Board of Directors by the May Board meeting each year a proposed club budget for the next fiscal year beginning July 1 of that year; and to perform other duties typical of the office of treasurer of a voluntary association. Upon his/her retirement from office, the treasurer shall turn over to his/her successor or to the president all funds, books of account and any other club property in his/her possession.

Section 5. Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are typical for such an office in a voluntary association, and such other duties as may be prescribed by the president or the Board of Directors.

#### ARTICLE IV: Meetings

Section 1. Annual Meeting. An annual meeting of this club shall be held on the first Wednesday in December of each year and notice of such meeting shall be published in the club newsletter for four weeks prior to such meeting. The election of directors and officers, in the manner described in Article II Section 1 shall take place at this meeting together with such other business as may be properly brought before the meeting. The Board of Directors may change the date of the annual meeting, for good cause, provided that notice of the change is given to the membership at least four weeks before the revised meeting date.

Section 2. The regular weekly meetings of this club shall be held on Wednesday at 12:00 p.m. The Board of Directors may change the time, date or place of or cancel a regular meeting with reasonable advance notice to club members.

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 of Directors shall be held on the third Wednesday of each month, unless otherwise decided in advance by the board. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this club in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of Rotary International or those of the state.

Section 5. A majority of the members of the Board of Directors holding office at the time of any Board meeting shall constitute a quorum of the Board.

Section 6. With consent of a quorum, the Board of Directors may hold special meetings by telephone conference or e-mail, and the Board of Directors may take action by unanimous consent without necessity of a meeting of any kind.

## ARTICLE V: Fees, Dues & Contributions

Section 1. Admission fees, annual membership dues, and mandatory annual contributions for the Ann Arbor Rotary Endowment shall be established by the Board of Directors annually at or before its May meeting for the fiscal year beginning July 1 of that year. The dues and mandatory contributions thus established shall be communicated to the club membership no later than June 15 of each year.

Section 2. An admission fee as established pursuant to Section 1 of this Article V shall be paid to the club at the time a new member is admitted to membership.

Section 3. The operating membership dues as established pursuant to Section 1 of this Article V shall be payable July 1 and the mandatory annual contribution to the Ann Arbor Rotary Endowment shall be payable on January 1. Included as part of each member's dues are the per capita dues to District 6380 and Rotary International, the latter including a subscription to the magazine published by Rotary International.

Section 4. The annual membership dues of any club member who is seventy years of age or older as of July 1 in any year shall be lower than for members under age seventy, the amount of such reduction to be decided by the Board of Directors as provided in Article V Section 1, but the mandatory annual contribution to the Ann Arbor Rotary Endowment shall be the same for all members.

## ARTICLE VI: Method of Voting

The business of this club shall be transacted by voice vote, and if the voice vote is indefinite, the President may ask for vote by raised hands.

## ARTICLE VII: Committees

Section 1. The Board of Directors shall establish such standing committees as it deems necessary and appropriate to the accomplishments of Rotary ideals and club objectives in the following areas of service: Club Service, Special Service, International Service, Vocational Service and Community Service. At a minimum, such standing committees shall include Membership Development, New Member Orientation and Mentoring, Programs, Rotary Foundation/ International Projects, Music, Community Allocations, Junior Rotarians, High School Graduate Scholarships, Newsletter and Attendance. Each committee shall report to a supervising director appointed by the president. Each director shall be an *ex officio* member of the committees under his/her supervision. The president shall be an *ex officio* member of all committees.

Section 2. On or before October 15 each year the immediate past president shall convene a nominating committee, consisting of him/herself as chair, the current president, and at least three other members of the club appointed by the immediate past president, including at least one other past president, to prepare and present nominations for the election of officers and directors as provided for in Article II Section 1.

Section 3. The president may appoint such other committees, in addition to standing committees established from time to time by the Board of Directors, as he/she may deem necessary and appropriate for the administration of club affairs.

Section 4. Committees within each area of service shall devise, recommend and implement plans and activities, consistent with instructions received from the Board of Directors and at costs not to exceed their budgetary authorizations, which will guide and assist members in discharging their responsibilities in community relationships, in matters relating to international service, in vocational relationships and in improving standards of practice in their respective vocations, and in promoting development of acquaintance as an opportunity for service. The term of a committee chair shall not exceed four years unless explicitly extended by the Board but in no case may exceed beyond 5 years. Each committee chair shall submit a report of his/her committee's activities to the committee's supervising director for inclusion in the club's annual report.

#### ARTICLE VIII: Leave of Absence

Upon written application to the Board of Directors 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. However, this does not give club credit for attendance.

#### ARTICLE IX: Finance

Section 1. Officers having charge or control of club funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the club, cost to bond to be borne by the club.

Section 2. The fiscal year of this club shall extend from July 1 through June 30 and for collection of members' dues and mandatory annual contributions to the Ann Arbor Rotary Endowment shall be divided into two semiannual periods extending from July 1 through December 31 and from January 1 through June 30. Payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

Section 3. At the beginning of each fiscal year the Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, after approval by the Board of Directors, shall stand as the limit of expenditures for the respective purposes for that fiscal year unless otherwise ordered by action of the Board of Directors from time to time during such fiscal year.

Section 4. On or before the date of the July meeting of the Board of Directors each year, a thorough audit of all financial transactions of the club and of the Ann Arbor Rotary Endowment during the immediately preceding fiscal year shall be conducted by the president and the three new directors who assumed those offices on the first day of that July.

## ARTICLE X: Method of Electing Members

Section 1. Active Members. The Club shall admit new members at such times, in such manner, and in accordance with such policies and procedures as the Board of Directors shall establish from time to time in response to and with due regard for recommendations from the Membership Development Committee. That committee shall have primary responsibility to develop such policies and procedures and propose them to the Board and to identify and review qualifications of prospective members, including their character, reputation, business or professional standing, and record of community service. No person shall be admitted to membership without approval of the Board of Directors.

Section 2. Senior Active Members. Members who qualify by virtue of age and cumulative Rotary membership for senior active status as defined in the club constitution shall automatically be accorded such status. Persons who were or were eligible to be senior active members in another Rotary club may be admitted to senior active membership in this club, through the process and in the manner described above for active members, but without regard for classifications.

Section 3. Honorary Members and International Guests. Persons who have given service with merit and distinction in furtherance of Rotary ideals may be elected to honorary membership in this club, and for the purpose of giving specific local application to the Fourth Object of Rotary there may be selected annually as International Guests of the club not more than fifteen citizens of other countries temporarily resident in the Ann Arbor area and actively committed to promoting better international relations and understanding. In each case, a prospective honorary member or International Guest may be nominated for such status by any member of the club to the Board of Directors, which shall act to accept or reject such nomination at its next regular meeting after the nomination is received. Honorary members and International Guests shall not be required to pay admission fees, annual dues or mandatory contributions to the club Endowment, shall have no vote, shall not be eligible to hold club office, shall be exempt from attendance requirements and shall not be counted as members of the club for purposes of computing club attendance, and shall not be entitled to any rights or privileges in any other Rotary club by virtue of their status in this club, but shall be entitled to attend all meetings and social activities of the Rotary Club of Ann Arbor and to enjoy all other privileges of the club.

Section 4. Emeritus Members. Emeritus membership status is available to our most senior club members based on the following criteria—eighty years of age and twenty years of Rotary service. Exceptions to this standard can be made by the board upon recommendation of the Rotary Cares subcommittee. This status should be reserved for members intending to resign from the Club for age, health, personal or financial reasons. They should be a member in ‘good standing’ with the Club - no outstanding dues or assessment obligations. Recommendations for ‘Emeritus’ status will come from the Rotary Cares Subcommittee to the Board for approval. The award of ‘Emeritus’ membership shall be recognized at a regular weekly meeting and will celebrate the members’ long held connection with and support of Rotary and our club. ‘Emeritus’ status does not come with any requirements for either attendance or dues. If the Rotarian wishes the Club will provide a subscription to the Rotarian magazine at the Club’s expense. ‘Emeritus’ Rotarians are always welcome to attend any Club events and pay the requisite fees.

#### ARTICLE XI: Limitation of Liability & Indemnification

No member of the Rotary Club of Ann Arbor serving as a director or officer or otherwise serving in any volunteer capacity on behalf of the club shall be personally liable to the club or its members for a breach of any fiduciary duty such member may be deemed to have by virtue of holding such office or giving such service; provided, however, that this provision limiting personal liability does not eliminate or limit any liability such member may have for breach of a duty of loyalty to the club and fellow members, for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, or for any transaction from which the member derived an improper personal benefit. The Rotary Club of Ann Arbor assumes and indemnifies its volunteer directors, officers and other members engaged in voluntary service on the club's behalf against liability for all their acts or omissions in such capacities, provided that such volunteer was acting or reasonably believed he/she was acting within the scope of his/her authority and was acting in good faith, and that his/her conduct did not amount to gross negligence or willful or wanton misconduct, was not an intentional tort and was not a tort arising out of ownership, maintenance or use of a motor vehicle for which tort liability may be imposed under Michigan law. To protect against the risks to the club and the Ann Arbor Rotary Endowment of such limitation of liability and indemnification, the club shall obtain and maintain directors and officers liability insurance coverage for itself, its directors, officers and volunteers, and for the Ann Arbor Rotary Foundation and the members of its Board of Trustees, provided that such coverage is available at reasonable cost, and the costs thereof shall be divided between the club and the Ann Arbor Rotary Endowment in such manner as the club Board of Directors shall decide.

#### ARTICLE XII: Resolutions and Subscriptions

No resolution or motion to commit this club on any matter shall be considered by the club unless and until it has been considered by the Board of Directors. If any such resolution or motion is offered at a club meeting without prior Board consideration, it shall be referred to the Board without discussion.

#### ARTICLE XIII: Amendments

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 has been given to each member at least ten days before such meeting and any proposed amendment is in harmony with the club constitution and the constitution and bylaws of Rotary international.

#### ARTICLE XIV: Policies

The Board from time to time will see fit to establish formal written policies regarding issues of importance to the club. Once written and approved by the Board and communicated to the members, the policies shall be followed by the club and its leaders until modified or canceled by the current Board.